



Empowering Your LifeScape
讓生活如你所願

2021

Annual Report
年報



雷士國際控股有限公司
NVC INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with Limited Liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 02222 

Contents 目錄

| | |
|---|-----|
| Corporate Information 公司資料 | 2 |
| Company Profile 公司介紹 | 4 |
| Financial Highlights 財務概要 | 5 |
| Chairman's Statement 主席報告 | 7 |
| Management Discussion and Analysis 管理層討論與分析 | 13 |
| Directors and Senior Management 董事及高級管理層 | 35 |
| Report of Directors 董事會報告 | 50 |
| Corporate Governance Report 企業管治報告 | 75 |
| Environmental, Social and Governance Report 環境、社會及管治報告 | 98 |
| Independent Auditor's Report 獨立核數師報告 | 161 |
| Consolidated Financial Statements 綜合財務報表 | 169 |
| Notes to the Consolidated Financial Statements 綜合財務報表附註 | 178 |
| Definitions 釋義 | 353 |



Corporate Information

公司資料

Executive Directors

WANG Donglei
CHAN Kim Yung, Eva
XIAO Yu
CAO Qin

Non-Executive Directors

WANG Keven Dun
YE Yong

Independent Non-Executive Directors

LEE Kong Wai, Conway
WANG Xuexian
CHEN Hong

Company Secretary

TEH Lai Ching

Authorised Representatives

CHAN Kim Yung, Eva
TEH Lai Ching

Registered Office

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong

Unit 705, 7/F., Building 20E,
Phase 3, Hong Kong Science Park,
Pak Shek Kok, New Territories, Hong Kong

Corporate Website

www.nvc-international.com

Investor Relations

Email: ir@nvc-international.com

Stock Code

02222

執行董事

王冬雷
陳劍瑢
肖宇
曹琴

非執行董事

王頓
叶勇

獨立非執行董事

李港衛
王學先
陳弘

公司秘書

鄭麗晶

授權代表

陳劍瑢
鄭麗晶

註冊辦事處

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman, KY1-1111
Cayman Islands

香港主要營業地點

香港新界白石角
香港科學園三期
20E大樓7樓705室

公司網址

www.nvc-international.com

投資者關係

電郵: ir@nvc-international.com

股份代號

02222

Corporate Information

公司資料

Principal Share Registrar and Transfer Office

Suntera (Cayman) Limited
Suite 3204, Unit 2A,
Block 3, Building D, P.O. Box 1586,
Gardenia Court, Camana Bay,
Grand Cayman, KY1-1100,
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

Principal Legal Advisor as to Hong Kong Laws

Freshfields Bruckhaus Deringer

Auditor

Deloitte Touche Tohmatsu, *Certified Public Accountants*
Public Interest Entity Auditors
registered in accordance with
the Financial Reporting Council Ordinance

Principal Bankers

Industrial Bank
United Overseas Bank Limited
Hongkong and Shanghai Banking Corporation Limited
China Citic Bank International Limited
Industrial and Commercial Bank of China

股份過戶登記總處

Suntera (Cayman) Limited
Suite 3204, Unit 2A,
Block 3, Building D, P.O. Box 1586,
Gardenia Court, Camana Bay,
Grand Cayman, KY1-1100,
Cayman Islands

香港股份過戶及登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓
1712-1716號舖

香港法律主要法律顧問

富而德律師事務所

核數師

德勤·關黃陳方會計師行，*執業會計師*
於《財務匯報局條例》下的
註冊公眾利益實體核數師

主要往來銀行

興業銀行
大華銀行
香港上海滙豐銀行有限公司
中信銀行(國際)有限公司
中國工商銀行



Company Profile

公司介紹

NVC International Holdings Limited (formerly known as NVC Lighting Holding Limited) (the “Company”, and together with its subsidiaries, the “Group”) is a well-known lighting product supplier in the industry, mainly engaged in the design, development, production, promotion and sales of various lighting products. After the completion of the disposal of majority equity of lighting business of NVC in the PRC in late 2019, the Group, in addition to its international lighting business, formally started a new chapter for strategic adjustment and business transformation, focused on creating environmental, safe and healthy smart home and commercial office environment and promoted the Group to grow to be a global brand service provider for industrialised, chain-based and one-stop solutions. The Group has production plants in Zhejiang, Shanghai, Zhuhai in China and Vietnam, etc. It also has overseas product development centers that meet European standards. We have set up operation agencies in more than 40 countries and regions around the world.

Since the establishment in 1998, we always insist on independent innovation in product research and development, and are committed to providing efficient, energy-saving, healthy and comfortable lighting solutions for the fields of construction, transportation, urban lighting, supermarket, hotel, office, housing, school and industry. On 20 May 2010, the Company’s shares were listed on the main board of the Stock Exchange (stock code: 02222). On 12 December 2019, the Group officially completed the disposal of the majority equity of lighting business of NVC in the PRC. Since then, the Group has shifted the focus of traditional lighting business from the PRC professional lighting to international professional lighting. Meanwhile, we have shifted the focus on promoting non-lighting products for quality smart life solutions.

Our products and application solutions are selected and used by a number of famous projects and brands, the Group was the lighting and service cooperative partner of the Olympic Council of Asia in 2011 and provided lighting products and solutions for famous projects including Rio Olympic Games, G20 Hangzhou Summit, Milan Expo, Guangzhou Asian Games, Shanghai World Expo, Beijing Olympic Games, Royal Wharf in London, Birmingham Airport in the UK, Villas of Saudi Arabia Sabic Group, and Qatar Beverly Hills. The Group has been committed to beautifying the commercial and living space with artificial lighting and protecting the ecological environment with environmental-friendly and energy-saving lighting. The Group started to launch a new brand strategy in 2020. The new brand mission of “Empowering Your LifeScape • 讓生活如你所願” was put forward to connect the corporate vision and brand mission with the construction of human daily life and conduct business operation from a perspective with more humanistic value, so as to promote the transformation of the Group to a global-focused provider of Indoor Air Quality products.

雷士國際控股有限公司（原名為雷士照明控股有限公司）（「本公司」，連同其附屬公司統稱「本集團」），是行業知名的照明產品供貨商，主要從事各類照明產品的設計、開發、生產、推廣和銷售。於2019年底出售雷士中國照明業務大部分股權後，除國際照明業務外，本集團正式開啟戰略調整及業務轉型的全新篇章，致力於打造環境、安全、健康的智能家居以及商用辦公環境，推動本集團向產業化、鏈條化及一站式解決方案的全球品牌服務商延伸。本集團目前在中國浙江、上海、珠海及越南等擁有生產基地，在海外亦建有符合歐洲標準的產品開發中心。我們在全球超過40個國家和地區設立了經銷機構。

自1998年創立以來，我們始終堅持產品研發的自主創新，致力於為建築、交通、城市亮化、商超、酒店、辦公、家居、學校、工業等領域提供高效節能、健康舒適的照明解決方案。於2010年5月20日，本公司股份在聯交所主板上市（股份代號：02222）。於2019年12月12日，本集團正式完成了出售雷士中國照明業務大部分股權的交易，自此本集團將傳統照明業務的重心由中國專業照明轉向國際專業照明，同時將重點轉向優質智慧生活方案的非照明產品。

我們的產品及應用解決方案獲眾多著名工程和知名品牌所採用，本集團曾在2011年成為亞洲奧林匹克理事會照明及服務合作夥伴，並為里約奧運會、杭州G20峰會、米蘭世博會、廣州亞運會、上海世博會、北京奧運會、倫敦皇家碼頭、英國伯明翰機場、沙特阿拉伯Sabic集團別墅群、卡塔爾貝弗利山莊等著名工程提供照明產品及解決方案。本集團致力於以人工照明美化商業與人居空間，並以環保節能照明保護健康的生態環境。本集團於2020年踐行新品牌戰略，「Empowering Your LifeScape • 讓生活如你所願」全新品牌主張的提出，將企業願景和品牌使命與人類生活構築相銜接，用更加人文的價值視角進行企業經營和運作，推動本集團轉型為室內空氣質量產品的聚焦全球供應商。

Financial Highlights

財務概要

For the Years Ended 31 December

截至12月31日止年度

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 | 2019 2019年 RMB'000 千人民幣 | 2018 2018年 RMB'000 千人民幣 (Re-presented) (經重列) | 2017 2017年 RMB'000 千人民幣 (Re-presented) (經重列) |
|---|---|----------------------------------|----------------------------------|----------------------------------|---|---|
| Continuing Operations | 持續經營業務 | | | | | |
| Revenue | 收入 | 2,374,947 | 2,349,573 | 2,222,610 | 1,684,699 | 1,519,350 |
| Gross profit | 毛利 | 662,432 | 672,518 | 533,361 | 331,960 | 248,758 |
| Gross profit margin (Note 1) | 毛利率 (附註1) | 27.9% | 28.6% | 24.0% | 19.7% | 16.4% |
| Profit/(Loss) before income tax | 所得稅前利潤 / (虧損) | 62,990 | (12,455) | (5,469) | (471,731) | (55,487) |
| Profit/(Loss) margin before income tax (Note 1) | 所得稅前利潤 / (虧損) 率 (附註1) | 2.7% | (0.5%) | (0.3%) | (28.0%) | (3.7%) |
| Profit/(Loss) for the year from continuing operations | 持續經營業務之 本年利潤 / (虧損) | 33,466 | (20,002) | (87,263) | (703,330) | (74,137) |
| Net profit/(loss) margin from continuing operations (Note 1) | 持續經營業務之 淨利潤 / (虧損) 率 (附註1) | 1.4% | (0.9%) | (3.9%) | (41.7%) | (4.9%) |
| Profit for the year from discontinued operations | 非持續經營業務之 本年利潤 | - | - | 3,790,435 | 400,994 | 405,737 |
| Profit/(Loss) for the year from continuing and discontinued operations (Note 2) | 持續經營業務及 非持續經營業務之 本年利潤 / (虧損) (附註2) | 33,466 | (20,002) | 3,703,172 | (302,336) | 331,600 |
| Attributable to: | 以下各方應佔: | | | | | |
| Owners of the Company | 本公司擁有人 | 5,814 | (51,748) | 3,674,982 | (327,592) | 314,268 |
| Non-controlling interests | 非控制性權益 | 27,652 | 31,746 | 28,190 | 25,256 | 17,332 |

Note 1: Gross profit margin equals to gross profit divided by revenue; profit/(loss) margin before income tax equals to profit/(loss) before income tax divided by revenue; net profit/(loss) margin equals to profit/(loss) for the year divided by revenue.

附註1: 毛利率等於毛利除以收入; 所得稅前利潤 / (虧損) 率等於所得稅前利潤 / (虧損) 除以收入; 淨利潤 / (虧損) 率等於本年利潤 / (虧損) 除以收入。

Note 2: Profit/(Loss) for the year represents profit/(loss) before netting off profit for the year attributable to non-controlling interests.

附註2: 本年利潤 / (虧損) 為扣除非控制性權益應佔本年利潤前的利潤 / (虧損)。

Financial Highlights

財務概要

As at 31 December

於12月31日

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 | 2019 2019年 RMB'000 千人民幣 | 2018 2018年 RMB'000 千人民幣 | 2017 2017年 RMB'000 千人民幣 |
|--|------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | 2,022,371 | 2,028,276 | 2,288,452 | 3,371,817 | 1,836,115 |
| Current assets | 流動資產 | 2,324,041 | 2,345,760 | 3,145,807 | 4,229,285 | 3,637,201 |
| Current liabilities | 流動負債 | 970,197 | 955,098 | 1,925,244 | 3,974,163 | 2,043,767 |
| Net current assets | 淨流動資產 | 1,353,844 | 1,390,662 | 1,220,563 | 255,122 | 1,593,434 |
| Total assets less current liabilities | 總資產減流動負債 | 3,376,215 | 3,418,938 | 3,509,015 | 3,626,939 | 3,429,549 |
| Non-current liabilities | 非流動負債 | 91,713 | 104,033 | 114,914 | 231,423 | 99,320 |
| Total equity | 總權益 | 3,284,502 | 3,314,905 | 3,394,101 | 3,395,516 | 3,330,229 |
| Including: | 其中： | | | | | |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | 3,195,184 | 3,224,627 | 3,319,729 | 3,286,696 | 3,242,052 |
| Non-controlling interests | 非控制性權益 | 89,318 | 90,278 | 74,372 | 108,820 | 88,177 |
| Current ratio (Note 1) | 流動比率 (附註1) | 2.40 | 2.46 | 1.63 | 1.06 | 1.78 |

Note 1: Current ratio equals to current assets divided by current liabilities.

附註1：流動比率等於流動資產除以流動負債。

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the Board, I hereby present to you the 2021 annual report of the Group.

Review in 2021:

Following the impact of the COVID-19 pandemic in 2020, the global economy began to recover in 2021. With the massive easing of monetary policy and effective anti-epidemic policies in major countries, their economies resumed to pre-epidemic levels. The global economy is expected to soar by 4.4% in 2022 according to the latest World Economic Outlook published by the International Monetary Fund.

Despite the global economy continues to recover and international market demand is gradually improving, the supply of raw materials in various countries becomes tight due to the epidemic, resulting in a rapid increase in the prices of some commodities. In addition to the shortage of shipping in post-epidemic era, the freight rate had risen sharply. This results to significant operational challenges faced by the Group in 2021.

Capitalizing on the global economic recovery, the Group has successfully recorded stable sales growth in the international lighting business with its good brand reputation and strong sales channels. The Group paid attention to the market trend, launched a series of new lighting products to meet the needs of customers, and strengthened the Group's sales foundation. In addition to the international lighting business, the Group had been preparing for the expansion of its non-lighting business in the global market in 2021. With the brand mission of "Empowering Your LifeScape • 讓生活如你所願" and by focusing on our customers and their environment, we have been actively expanding products in the two elements of "air" and "water" and related fields to improve the life quality of consumers, to realize the vision of sustainable development and to build a smarter, more environmentally friendly and more technological living space. In the face of skyrocketing raw material prices, the management team conducted a comprehensive analysis and judgment on material price trends, locked prices at critical times and reduced the impact of raw materials on production costs, which enabled the Group to achieve stable growth in overall sales revenue and gross profit during the Reporting Period. The Group achieved sales revenue of RMB2,374,947,000 during the Reporting Period, representing an increase of 1.1% as compared with the Corresponding Period; and gross profit of RMB662,432,000, representing a slightly decrease of 1.5% as compared with the Corresponding Period.

致各位股東：

本人謹代表董事會，向各位提呈本集團2021年年度報告。

2021年回顧：

經過2020年COVID-19疫情的影響，2021年全球經濟開始復甦。各主要國家的經濟活動在大規模寬鬆貨幣政策推動及有效的防疫政策下已恢復到疫情前水平，國際貨幣基金組織IMF在最新的《世界經濟展望》報告中指出，2022年全球經濟預計上升4.4%。

儘管全球經濟延續復甦趨勢，國際市場需求逐步回升，但受疫情影響，各國原材料供應緊張，導致部分大宗商品價格漲勢迅猛。加上疫情後時代船運供不應求，令運費大幅上升，本集團在2021年經歷重大的經營挑戰。

隨著全球經濟復甦，本集團以良好的品牌口碑和強大的銷售渠道，成功在國際照明業務上錄得穩定的銷售增長。本集團關注市場動向，針對客戶的需求，推出多款新照明產品，鞏固本集團的銷售基礎。除國際照明業務外，本集團在2021年致力為拓展其非照明業務的全球市場做好準備工作。以「Empowering Your LifeScape • 讓生活如你所願」的品牌使命，我們以客戶以及客戶環境為本，積極拓展在「空氣」和「水」兩大元素及相關領域的產品以提升消費者生活品質，實現可持續發展的生活願景，構築更智能，更環保，更科技的生存空間。面對原材料價格暴漲，管理團隊進行全面分析及判斷材料價格走勢，在關鍵時機鎖定價格，減少原材料對生產成本帶來的衝擊，為本集團於報告年度內實現了整體銷售收入和毛利的穩定增長。報告年度內本集團實現銷售收入人民幣2,374,947千元，對比同期銷售收入增長1.1%；及實現毛利人民幣662,432千元，對比同期毛利略微下降1.5%。

Chairman's Statement

主席報告

Outlook for 2022:

The Group will continue to monitor the development trend of the pandemic around the world, the economic recovery of countries where its major customers are located and rising production costs. In the coming year, while ensuring the sales of the lighting business, it will vigorously promote the development of the non-lighting business. Through the efforts of the Group's R&D team, Indoor Air Quality ("IAQ") products, mainly "CleanAire • 空淨" and "AquaSolvo • 水淨", have been successfully proposed. The Group will capitalize on the brand reputation of DERNIER & HAMLIN ("D&H"), a century-old high luxury lighting manufacturer in the UK, to launch IAQ products in overseas markets. The strong sales channels of the Group, together with the promotion of new products, will help to further improve the Group's sales performance in the coming year. The Group will also put more effort on sales cost control where a number of measures will be taken actively to reduce the impact caused by the rise in raw material prices and freight charges. The Group will proactively improve its brand image to enhance its brand awareness in international markets and promote its mission of "Empowering Your LifeScape • 讓生活如你所願".

North American and Japanese Markets

The Group continues to face challenges from increases in raw material prices and shipping logistic fees in 2022, which will affect the gross profit performance of the North American business. With the completion of the second phase of the factory in Vietnam, the Group plans to transfer its production lines from Zhuhai to Vietnam so as to mitigate the impact of the increasing cost of goods sold. At the same time, "Made in Vietnam" will help reduce the influence of U.S. import tariffs and enhance the Group's cost advantage, thus strengthening the profitability of the Group. The Group also plans to transfer some production lines to the Americas to further reduce shipping costs and bring profit growth in the future. The North American team continues to deepen existing product lines and optimize product upgrades and iterations. For commercial basic lamps, the Group is committed to reducing production costs and introducing innovative functions to expand market share in North America and increase gross profit. At the same time, the Group will strengthen and integrate the sales team in the United States and provide scenario development and design services for different commercial environments so as to comprehensively increase sales. The Group will promote new horticulture light products and conduct promotions on demonstration projects to increase the sales of horticulture lights in the United States and Canada. After the product research and development effort made in 2021, the Group will focus on launching IAQ products under the brands of "CleanAire • 空淨" and "AquaSolvo • 水淨" in the North American market in 2022. The Group will enter certain market segments by developing different sales channels. The Group will also carry out promotional activities in different demonstration stores to prepare for non-lighting business sales in the second half of 2022.

2022年展望：

本集團將會持續關注國際疫情走勢，主要客戶所在國經濟復甦情況以及生產成品上升的問題，來年將確保照明業務銷售的同時，大力推動非照明業務的發展。經過本集團研發團隊的努力，成功提出以「CleanAire • 空淨」和「AquaSolvo • 水淨」為主的Indoor Air Quality室內空氣質量（「IAQ」）產品。本集團將配合百年英倫優質照明生產商 DERNIER & HAMLIN（「D&H」）的品牌優勢，在海外市場推出IAQ產品。利用強大的銷售渠道，加上新產品的推廣，有助進一步提升本集團來年的銷售表現。本集團同時加強控制銷售成本，主動採取多項措施，減低原材料價格及運費上升帶來的影響。本集團積極提升品牌形象，推動品牌在國際市場的知名度，推廣「Empowering Your LifeScape • 讓生活如你所願」的使命。

北美和日本市場

2022年，本集團繼續面臨原材料價格及海運物流費用上漲壓力，影響北美業務的毛利表現。隨著越南第二期廠房建成，本集團計劃將其產品線從珠海轉移到越南，以減輕銷售成本上升帶來的衝擊。同時，「越南製造」有助減少美國進口關稅帶來的影響，提升集團成本優勢，從而鞏固本集團的盈利能力。同時，本集團計劃將部分生產線轉移到美州，以進一步減少運費，為未來帶來利潤增長。北美團隊不斷深化現有產品線及優化產品升級迭代。針對商用基礎款燈具，本集團致力降低生產成本，推出創新功能，以擴大北美市場佔有率及提升毛利。本集團同時加強和整合美國的銷售團隊，針對不同商用環境提供場景開發及設計服務，全面提升銷售額。本集團將在推廣新植物燈產品，在示範項目上進行推廣宣傳，提升美國及加拿大的植物燈銷售。經過2021年的產品研發，本集團於2022年重點在北美市場首先推出「CleanAire • 空淨」和「AquaSolvo • 水淨」品牌的IAQ產品。透過開發不同銷售渠道，切入某些細分市場。在不同示範店進行推廣，為2022年下半年非照明業務銷售做好準備。

Chairman's Statement

主席報告

For the Japanese market, the Group will launch IAQ products to expand sales channels in mega stores and increase sales in the Japanese market. Meanwhile, in the lighting business, the Group will propose a number of new products under the Toshiba brand to maintain sales to existing customers. The Group also plans to introduce new brand products in different retail stores to attract more diverse customers. The Group will continue to increase the sales of lighting products on the Amazon platform to improve the Group's sales performance.

UK and Nordic Markets

The Group will continue to improve lighting business in the UK and Nordic region by development of brand image and centralising management. We will focus on the project products at the high-end residential market, which offers high value-added products and improve the profit margin of the Group. Also, the Group will put more resources into developing standardized range of decorative products in D&H. The Group believes that the success of D&H will strengthen the NVC brand and improve the brand reputation in the overseas market. The Group will increase the sale and marketing event of IAQ products and horticulture lights in the UK and Nordic regions. The UK management team anticipates it will be a strong drive of sale performance in second half of 2022.

Greater China

Through four major segments, namely promotion activities, terminal activities, online and offline marketing and channel construction, in 2022, the Group will enhance its brand awareness, and promote our brand promotion and sales platform in Greater China, so as to expand our business. With a continuous focus on consumer needs in the post-pandemic period, the Group takes safety, comfort and health as the three major directions of AIoT products. The Group will continue to improve the quality of the products and solutions projects. Meantime, the Group will speed up the launch of new products to enhance product experiences for retail customers. By integrating AI and 5G into its products, the Group will provide customers with smarter, more friendly, higher quality and more comfortable household smart products.

對於日本市場，本集團將推出IAQ產品拓展大賣場銷售渠道，提升日本市場銷售。同時在照明業務上，提出多個東芝品牌新品，以維持現有客戶的銷售。本集團同時計劃在不同零售店提出新品牌產品，以吸引更多不同客戶。本集團繼續深化Amazon平台的照明產品銷售，提高本集團的銷售表現。

英國及北歐市場

本集團將通過品牌形象建設及集中化管理，不斷完善英國及北歐地區的照明業務。我們將專注於高端住宅市場的项目產品，該等高附加值的產品有利改善本集團的利潤率。此外，本集團將投入更多資源開發D&H的標準化裝飾產品系列。本集團相信D&H的成功將強化雷士品牌並提升品牌在海外市場的美譽度。本集團將在英國及北歐地區增加IAQ產品及植物燈的銷售及營銷活動。英國管理團隊預計，這將成為2022年下半年銷售業績的強勁推動力。

大中華區

大中華區在2022年通過招商活動、終端活動、線上線下市場推廣及渠道建設四大版塊，為本集團打響品牌知名度，推動品牌推廣及銷售平台，拓展集團業務。通過持續聚焦後疫情時期消費需求，以安全、舒適、健康作為AIoT產品三大主題方向。本集團將持續提升產品及解決方案項目的品質。同時將加快推出新產品，增強零售客戶產品體驗。憑藉將人工智能和5G融入產品當中，本集團為客戶提供更智慧、更友好、更具品質和體驗度的全屋智能產品。

Chairman's Statement

主席報告

Other Overseas Markets

The Group will continue to maintain long-term Southeast Asia regional partners to exclusively promote lighting products and ensure our brand presence in the marketplace. The Group will actively work towards introducing our major product lines and create strong demand for lighting and non-lighting products, so as to capture the dynamics of the market to be better prepared for our sales in the future.

The Group is also actively developing channels in the distribution markets of non-lighting products in the Middle East and North Africa. In the countries where the Group has footprinted, it will keep tapping into the depth of channels, enhance the coverage and influence of its products and brands, and continuously optimise its product portfolio to meet market needs, so as to increase its business momentum in multiple dimensions. In 2022, the Group plans to continue developing the business in North Africa and combine online and offline brand promotion activities to develop its distributor network and core customer base. The Group will develop different types of customers and promote the construction of distribution networks in a diversified manner. Through the operation of large-scale regional benchmark projects, the Group will enhance its brand's professional image and regional influence.

Brand Building, Product Development and Internal Management

The Group successfully gained widespread recognition through various brand promotion campaigns in the first half of 2021. In the coming year, the Group will make use of the D&H's century-old British brand history and its IAQ products to launch the D&H Lifelabs brand which focus on the field of "environment, life and health". It will lay a solid foundation for meeting the surge in market demand for IAQ products during the post-epidemic period and quickly occupying market share. We will also make use of our excellent product design capability and our ability to build intelligent product ecosystems to precisely meet consumers' needs and improve customer experience.

其他海外市場

本集團將繼續與東南亞地區合作夥伴維持長期關係以獨家推廣雷士照明產品，並確保我們的品牌在市場上的影響力。本集團將積極引進主要產品線，創造對照明及非照明產品的強勁需求，以便把握市場動態，為我們未來的產品銷售做好充分準備。

本集團同時積極開拓中東及北非的非照明產品流通市場的渠道策略，在既有業務國家挖掘渠道深度，提升產品及品牌的覆蓋率及影響力，不斷優化迎合市場需求的產品體系，多維增加業務發展勢能。本集團在2022年繼續拓展北非國家業務，結合線上、線下的品牌推廣活動，發展經銷商網絡和核心客戶群。重點發展不同類型客戶，多元化推進分銷網絡建設。通過區域大型標杆項目的運營，提高品牌專業形象及區域影響力。

品牌塑造、產品開發及內部管理

本集團2021年上半年經過多個品牌推廣活動，成功得到廣泛的認同。在來年，本集團利用D&H百年英倫品牌歷史，配合IAQ產品，推出關注「環境、生活和健康」領域的D&H Lifelabs品牌。為填補後疫情期間市場對於IAQ產品需求的激增，快速佔領市場份額，打下堅實基礎。利用優秀的產品設計力、產品智能化生態系統搭建能力，精準滿足消費者需求，提升客戶體驗。

Chairman's Statement

主席報告

In 2022, The Group will focus on promoting the application of IAQ products in the market. The "CleanAire • 空淨" product has the unique core technology of ultraviolet disinfection and sterilization in the industry. It is a multi-technology synthetic product which meets the diverse needs of customer groups, aiming to cater to different consumer groups and provide customers with a comfortable and safe life and living environment. "AquaSolvo • 水淨" products apply high-efficiency cold evaporation technology to volatilize hypochlorous acid into the air, which can actively disinfect indoor air. Those technologies, as core competitiveness in the brand, aim at the mid-to-high-end market, providing customers with advanced, harmless and efficient hypochlorous acid disinfection technology and solutions, and providing customers with a safe life and living environment. The Group aims to continuously bring customers an ideal lifestyle while providing high-quality services to customers, thereby fulfilling our mission of "Empowering Your LifeScape • 讓生活如你所願".

In respect of the raw material supply, raw material price control remains a key concern for the Group. With the uncertain international situation, the tightening of monetary policies in various countries and the tight energy supply, the Group expects the prices of raw materials will remain fluctuate. The Group's management team will further optimise its procurement strategy, follow macro policies and control costs by locking up materials at low prices, delaying price increases and centralising procurement. We will also establish strategic partnership with core suppliers to build a mutually beneficial cooperation model in the long term. In respect of internal management, the Group will continue to promote the optimisation of the decentralised approval process to enhance management effectiveness comprehensively. In addition, the Group will continue to promote the construction of digital and real-time platform throughout the Group. In 2022, the Group will be devoted to promoting the ERP system transformation in other subsidiaries and preparing for resource sharing, so as to realise globally cross-regional cooperation among main businesses, thereby improving the overall operating efficiency of the Group. Meanwhile, the Group will improve its ERP function with different new functions so as to further enhance governance effectiveness.

本集團在2022年重點推動IAQ產品在市場普及化。「CleanAire • 空淨」在行業上獨樹一幟的紫外綫消毒殺菌核心技術，結合客戶群體的多樣需求，生產出多技術合成型產品，迎合不同的消費群體，為客戶提供舒適安全的生活和生存環境。「AquaSolvo • 水淨」採用高效的冷蒸發技術將次氯酸揮發到空間，可對室內空氣進行主動消毒。作為品牌中具有核心競爭力的技術，主要針對中高端市場，為客戶提供先進的、無害的、高效的次氯酸消毒技術和解決方案，以及安全的生活和生存環境。旨在為客戶提供優質服務的同時，繼續為客戶帶來理想的生活方式，實踐「Empowering Your LifeScape • 讓生活如你所願」的使命。

在供應商佈局方面，原材料價格控制仍然是集團重點關注事項。隨著國際局勢不穩定，各國貨幣政策收緊，能源供應緊張，本集團預計大宗材料價格走勢波動。本集團管理團隊將進一步優化採購策略，關注宏觀政策，通過逢低鎖定材料、延遲漲價、集中採購等方式控制成本，同時與核心供應商建立戰略夥伴關係，建立長期互惠互利的合作模式。於內部管理上，本集團將持續推動集團分權審批流程優化，全面提升組織管理效能。此外，本集團將繼續推動全集團的數碼化和信息化建設，2022年致力推動其餘各附屬公司的ERP系統切換，為資源分享鋪墊，實現主要業務的全球性跨區域合作，提升集團整體營運效率。本集團同時提升ERP的功能，透過加入不同功能，進一步提升管治效能。

Chairman's Statement

主席報告

Acknowledgement

Our stable development for over 20 years depends on the wholehearted contributions and persistent support from the Board and all staff members. I would like to express my heartfelt thanks to the long-term support of all shareholders, clients, suppliers and distributors. In the future, we will strive forward steadily as in the past with full responsibility to all shareholders, clients, suppliers and distributors, with an aim to make the Group's brand "NVC International" a world-wide respected brand and secure satisfactory results to repay the support from various sectors.

WANG Donglei
Chairman

Hong Kong
8 April 2022

致謝

我們二十餘年的穩步發展，離不開董事會全仁及全體員工的全心全意及努力不懈的貢獻。本人對各股東、客戶、供貨商及經銷商的長期支持深表感謝。未來，我們將繼續秉承著對各股東、客戶、供貨商及經銷商負責的態度，穩健務實地走好每一步，將本集團的雷士國際品牌打造成讓世人尊敬的品牌，以令人滿意的業績回饋各界的支持。

王冬雷
董事長

香港
2022年4月8日

Management Discussion and Analysis

管理層討論與分析

Market and Performance Review

Following the impact of the COVID-19 pandemic in 2020, the global economy began to recover in 2021. With the massive easing of monetary policy and effective anti-epidemic policies in major countries, their economies resumed to pre-epidemic levels. The global economy is expected to soar by 4.4% in 2022 according to the latest World Economic Outlook published by the International Monetary Fund.

Despite the global economy continues to recover and international market demand is gradually improving, the supply of raw materials in various countries becomes tight due to the epidemic, resulting in a rapid increase in the prices of some commodities. In addition to the shortage of shipping in post-epidemic era, the freight rate had risen sharply. This results to significant operational challenges faced by the Group in 2021.

Capitalizing on the global economic recovery, the Group has successfully recorded stable sales growth in the international lighting business with its good brand reputation and strong sales channels. The Group paid attention to the market trend, launched a series of new lighting products to meet the needs of customers, and strengthened the Group's sales foundation. In addition to the international lighting business, the Group had been preparing for the expansion of its non-lighting business in the global market in 2021. With the brand mission of "Empowering Your LifeScape • 讓生活如你所願" and by focusing on our customers and their environment, we have been actively expanding products in the two elements of "air" and "water" and related fields to improve the life quality of consumers, to realize the vision of sustainable development and to build a smarter, more environmentally friendly and more technological living space. In the face of skyrocketing raw material prices, the management team conducted a comprehensive analysis and judgment on material price trends, locked prices at critical times and reduced the impact of raw materials on production costs, which enabled the Group to achieve stable growth in overall sales revenue and gross profit during the Reporting Period. The Group achieved sales revenue of RMB2,374,947,000 during the Reporting Period, representing an increase of 1.1% as compared with the Corresponding Period; and gross profit of RMB662,432,000, representing a slightly decrease of 1.5% as compared with the Corresponding Period.

市場及業績回顧

經過2020年COVID-19疫情的影響，2021年全球經濟開始復甦。各主要國家的經濟活動在大規模寬鬆貨幣政策推動及有效的防疫政策下已恢復到疫情前水平，國際貨幣基金組織IMF在最新的《世界經濟展望》報告中指出，2022年全球經濟預計上升4.4%。

儘管全球經濟延續復甦趨勢，國際市場需求逐步回升，但受疫情影響，各國原材料供應緊張，導致部分大宗商品價格漲勢迅猛。加上疫情後時代船運供不應求，令運費大幅上升，本集團在2021年經歷重大的經營挑戰。

隨著全球經濟復甦，本集團以良好的品牌口碑和強大的銷售渠道，成功在國際照明業務上錄得穩定的銷售增長。本集團關注市場動向，針對客戶的需求，推出多款新照明產品，鞏固本集團的銷售基礎。除國際照明業務外，本集團在2021年致力為拓展其非照明業務的全球市場做好準備工作。以「Empowering Your LifeScape • 讓生活如你所願」的品牌使命，我們以客戶以及客戶環境為本，積極拓展在「空氣」和「水」兩大元素及相關領域的產品以提升消費者生活品質，實現可持續發展的生活願景，構築更智能，更環保，更科技的生存空間。面對原材料價格暴漲，管理團隊進行全面分析及判斷材料價格走勢，在關鍵時機鎖定價格，減少原材料對生產成本帶來的衝擊，為本集團於報告年度內實現了整體銷售收入和毛利的穩定增長。報告年度內本集團實現銷售收入人民幣2,374,947千元，對比同期銷售收入增長1.1%；及實現毛利人民幣662,432千元，對比同期毛利略微下降1.5%。

Management Discussion and Analysis

管理層討論與分析

Selling and Distribution

The Group has established and improved the sales networks and channels for lighting products in major countries and regions including the PRC, North America, Europe, Australia, East Asia, the Middle East and Southeast Asia with experienced global marketing and operation team.

North American and Japanese Markets

The North American market remained the Group's core area for development. The Group refined its operation by differentiating retail and commercial channels. In 2021, the Group faced such issues as tight supply chains, skyrocketing sea freight rates and shortage of container supply in the North American market, which made the operating environment more severe. However, by virtue of the long-term and stable strategic partnership with major customers and the advantages of the Group in term of product brand, the Group has ensured a slow and steady growth in the North American market in various sales channels.

In the retail end market, both online and offline sales channels recorded slowing growth, coupled with tight product supply, resulting in a slight decline in retail sales. The sales in commercial channels began to recover, and the demand for small and medium-sized lighting projects was active. The Group successfully secured a number of chain store renovation projects, which ensured sales growth in the North American market. The Group started to invest more resources in epidemic-related and horticulture light products last year, creating several new brands and establishing its product lines. The Group offers products that combine UVC sterilisation and lighting functions, effectively solving the problem of human-machine co-existence during sterilisation work. Due to the shortage of product supply and cargo ships, there were certain level of shortages for hot-selling products. The Group took measures such as air transportation and domestic automobile intermodal transportation in the United States to secure supply and ensure product sales. The Group's new product development was not affected by the pandemic, with over 20 new products launched in 2021. In the fourth quarter of 2021, the Group launched the SlientAire brand of UV germicidal lamps in the North American market. In line with the innovative technology of products and the rising market demand for CleanAire and AquaSolvo, the Group is paving the way for sales growth in 2022.

銷售及分銷

憑藉豐富的營銷經驗及優秀的全球化運作團隊，目前本集團已於中國、北美、歐洲、澳洲、東亞、中東及東南亞等主要國家及地區建立完善照明產品的銷售網路及渠道。

北美和日本市場

北美市場仍然是本集團發展的核心地區。本集團透過區分零售渠道和商用渠道進行精細化運作。在2021年，北美市場面對供應緊張，海運費狂飆上揚，貨櫃供應短缺等問題，令經營環境愈加嚴酷。然而，本集團憑藉與主要客戶長期穩定的戰略合作關係，加上本集團的產品品牌優勢，確保北美市場在各銷售渠道有緩慢平和的增長。

在零售終端市場方面，綫上和綫下銷售渠道都錄得放緩，加上產品供應緊張，令零售銷售錄得輕微下降。商用渠道的銷售開始復甦，中小型的照明工程項目需求活躍，本集團成功取得多個連鎖店店面翻新工程項目，確保了美北市場銷售增長。本集團去年開始在疫情及植物燈相關產品上加大資源投入，創建了多個新品牌，並建立產品線。本集團提供UVC殺菌功能和照明功能結合的產品，有效地解決了殺菌工作時候的人機共存問題。由於產品供應及貨船短缺，不少熱銷產品有不同程度的缺貨。本集團利用空運及美國本土汽車聯運等方法穩定供應，確保產品銷售。本集團新產品開發未受疫情影響，在2021年推出超過20個新產品項目。2021年第四季，本集團在北美市場推出SlientAire品牌的紫外綫殺菌燈。配合產品的創新技術和市場對空淨和水淨的需求不斷上升，本集團為2022年的銷售增長進行鋪墊。

Management Discussion and Analysis

管理層討論與分析

In 2021, Japan continued to suffer from the COVID-19 pandemic and some areas came into a state of emergency. Some stores in the affected areas have shortened their opening hours or even closed down, which limited the economic activities of consumers. The Group's Japanese team was committed to developing new sales channels despite these negative factors and successfully made the ceiling lights marketed in the local home furnishing shops. In addition, sales performance was boosted by new products, namely the two-colour bluetooth ceiling lights and the new generation of ceiling lights, launched in the first half of the year. In the second half of 2021, with the peak season of sales in the Japanese market, the Group intensified its promotional activities and increased the market shares of sales of high value-added products. In view of the changes in offline consumption habits of Japanese citizens, the Group began to promote e-commerce channels in Japan and some lighting products were sold on Amazon Japan, which is expected to bring in considerable sales to the Group. Moreover, the Group set up a factory in Shizuoka Prefecture, Japan to assemble finished products, which is expected to improve the inventory management efficiency and gross profit of the Japanese business.

UK and Nordic Markets

After the lockdown in the UK in 2020, its economic activities start to resume in 2021. The Group focuses on demand creation, product mix, and optimized pricing structures in UK wholesale channel. With the strengthening of the UK management team, the Group has recorded a decent improvement in the sales performance in 2021. The Group also focused on major construction projects in the UK, which deliver high-end products. With the protracted discussion, the Group has received orders from Nine Elms and the second phase of Bluewater shopping centre which enhanced the sale performance in 2021. The Group acquired Sweden and Finland distributors in 2020. Also, the Group has completed the acquisition of a Demark distributor in 2021. This created a synergy effect by sharing sale and marketing resources with the UK management team, which established a strong sales channel in the Nordic region, and enhanced overall operational performance. This synergy boosted the sales performance and gross profit in the overseas market in 2021. Despite there was an increase in raw material, inbound shipping and local wage level, the UK management team took proactive measures such as price adjustment and improved cost structure. In addition, the Group has terminated the OEM sale channel in March 2021 with poor performance in profitability. As such, the Group put more emphasis on the UK and Nordic business, which will further enhance the sale and operational performance.

在2021年，日本市場持續受到新冠疫情的影響，部分地區進入緊急狀態。受影響地區的部分商店縮短營業時間，甚至停業，限制了消費者的經濟活動。儘管上述不利因素，本集團的日本團隊致力開拓新銷售渠道，成功令吸頂燈在當地家品店中上架。另外上半年推出新產品雙色藍牙吸頂燈和新一代吸頂燈，提升了銷售業績。於2021年下半年，本集團配合日本市場銷售的旺季，加大力度進行促銷活動，提高了高附加值產品的銷售額佔比。鑑於日本市民的線下消費習慣有所改變，本集團開始推廣日本電子商貿渠道，部分照明產品安排在日本Amazon上進行銷售，預期可為本集團帶來可觀的銷售額。此外，本集團於在日本靜岡縣設立廠房，負責成品組裝，預期能提高日本業務的庫存管理效率及毛利表現。

英國及北歐市場

英國經歷2020年封城，經濟活動在2021年開始恢復。本集團專注於英國批發渠道的需求創造、產品組合及優化定價結構。隨著增強英國管理團隊，本集團於2021年的銷售業績已得到可觀改善。本集團亦專注於高端產品的英國主要建築項目。經過長時間的討論，本集團已接獲九榆樹(Nine Elms)及藍水(Bluewater)購物中心二期的訂單，提升了2021年的銷售表現。本集團於2020年收購了瑞典及芬蘭的經銷商。此外，本集團已於2021年完成對一家丹麥經銷商的收購。透過與英國管理團隊共享銷售及營銷資源產生了協同效應，在北歐地區建立了強大的銷售渠道，並提高了整體運營績效。此協同效應提升了2021年海外市場的銷售業績及毛利。儘管原材料、入境運輸及當地工資水平有所增加，但英國管理團隊採取了積極的措施，如價格調整及改善成本結構。此外，本集團已於2021年3月終止盈利能力低的OEM銷售渠道。因此，本集團更集中在英國及北歐的業務，進一步提升銷售及經營表現。

Management Discussion and Analysis

管理層討論與分析

Greater China

The year of 2021 was a critical developing stage for the Greater China business when the Group completed the formulation of strategic planning, deployment of marketing network and establishment of the management team. The Group is committed to creating professional technology balconies, bathrooms and whole-house wireless smart products, with safety, comfort and health as the general direction, to provide customers with a smarter, more friendly and higher-quality experience. The Group held product launch conferences this year, and successfully established sales channels in many provinces across the PRC. The Group is ready for the performance sprint for the coming year.

Other Overseas Markets

The recent waves of pandemic have forced the Southeast Asia governments to implement repeated restrictions and lockdowns which led to the delay of arrivals and deliveries of goods in these countries. This causes disruptions to our distribution therein, project delays and even complete shut-down in some construction sites. Apart from maintaining existing customer base, the Group's management team in Southeast Asia established new distribution channels in several Southeast Asia countries. The Group focused on the promotion of a variety of product portfolios to our customers through online social media and online training seminars. The sale performance of the Southeast Asia region only recorded a slight decline in 2021.

In the Middle East and North Africa markets, the Group mainly focused on the marketing activities and key projects, and actively cooperated with large construction enterprises. In 2021, the Group won the bids for the New Cairo CBD Lighting Project in Egypt and the Oilfield Lighting Project in Iraq, and completed the lighting project for the main stadium and surrounding facilities of the Qatar World Cup. The Group made use of its existing customer channels to actively promote new products and enhance the competitiveness of its products and gross profit margin. At the same time, we developed more new customers through a combination of online and offline methods. The Group's operations in the Middle East and North Africa regions recorded growth compared to the same period last year.

大中華區

2021年是中華區業務的關鍵發展期，本集團完成制定戰略規劃、鋪設營銷網絡、組建管理團隊等工作。本集團致力於打造專業科技陽臺、衛浴及全屋無線智能的產品，以安全、舒適、健康作為大方向，為客戶提供更智能、更友好、更高品質的體驗。本集團本年舉行產品發佈會，成功在全國多省份搭建分銷商銷售渠道，為來年業績衝刺蓄能。

其他海外市場

近期的數波疫情促使東南亞各國政府反覆實行限制及封城，致使當地貨物送達及交付出現延遲，導致我們在當地的經銷受到干擾，造成項目延誤，甚至部分建築工地不得不完全停工。除維持現有客戶群外，本集團在東南亞的管理團隊在多個東南亞國家建立了新的分銷渠道。本集團專注於通過在線社交媒體及在線培訓研討會向我們的客戶推廣各種產品組合。東南亞地區的銷售業績在2021年僅錄得輕微下滑。

本集團在中東及北非市場主要以市場推廣和重點項目為主，積極與大型建築企業合作。於2021年，本集團成功中標埃及新開羅CBD燈具項目、伊拉克油田燈具項目，完成卡塔爾世界盃主場館及周邊設施照明項目。本集團利用現有客戶渠道，積極推廣新產品，提升產品競爭力及毛利率。同時通過線上線下結合的方式，開發更多新客戶。本集團在中東及北非業務較去年同期錄得增長。

Management Discussion and Analysis

管理層討論與分析

Brand Image Building and New Product Research and Development

With “Empowering Your LifeScape • 讓生活如你所願” as the core idea of brand, the Group emphasizes a customer-centric brand strategy to bring customer safe, healthy and environmentally friendly products and solutions. The Group is committed to establishing brand value recognition, providing products and services that meet the needs of consumers from their perspective, so that customers can recognize the core values of our brands while enhancing sense of belonging. The Group has also strengthened communication with consumers and used different media to promote its brand and enhance its brand image. At the same time, through participation in the Asian top brand awards and international design awards, the Group increased its exposure and enabled more consumers to get to know its brand and products, so as to enhance its brand reputation. In 2021, the Group won various prominent international awards, namely the “China’s Top Brand 2021 (2021年中國名優品牌)” award, the German Red Dot Award: Product Design 2021 and the German iF Industrie Forum Design, which demonstrated the excellence of product design as well as research and development capability of the Group. This further enhanced the brand awareness and expanded the brand influence.

The Group’s management has put forward the core development strategy of “Technology-driven and User First” to promote the research and development of lighting and non-lighting products. The Group attaches great importance to the research and development of innovative technologies. In 2021, the Group successfully developed a number of non-lighting technologies, including air disinfectors, water-air disinfection technologies and commercial fresh air disinfectors. The Group’s design department focuses on market trends and understanding consumers’ needs. They carry out product research and development with the professional spirit of “ingenuity and innovation”. The new products are designed to enhance the user experience by placing emphasis on the changes in the user environment and identifying the actual and potential needs of users. The Group has successfully launched a number of new products by utilizing relevant technology and product design.

建立品牌形象及新品研發

本集團以「Empowering Your LifeScape • 讓生活如你所願」為品牌發展的核心，強調以用戶為中心的品牌發展戰略，為用戶帶來安全、健康、環保的產品與解決方案。本集團致力建立品牌價值認同，從消費者角度出發提供滿足需求的產品和服務，令客戶認同品牌的核心價值，同時也增加客戶的歸屬感。本集團同時加強與消費者的溝通，利用不同媒體組合以推廣品牌，提升品牌形象。同時，通過參與亞洲名優品牌評選及國際性設計大獎，增加曝光度，讓更多的消費者認識品牌和產品，提升品牌美譽度。在2021年，本集團獲得「2021年中國名優品牌」大獎，更榮獲德國紅點產品設計獎(Red Dot Award: Product Design 2021)和德國iF國際設計(iF Industrie Forum Design)等多個國際知名獎項。展現了本集團優秀的產品設計及卓越的產品研發能力，進一步提升品牌知名度和擴大品牌影響力。

本集團管理層提出了「科技驅動，用戶為先」的核心發展戰略，推動照明及非照明產品的研發。集團十分重視創新技術的研發，2021年集團成功開發多項非照明技術，包括空氣消毒機、水空氣消毒技術及商用新風空氣消毒機的技術研究。集團設計部關注市場動向，洞察消費者需求，以秉承「匠心匠藝、自主創新」的專業精神進行產品研發。新產品重視用戶身處的環境變化，發現用戶的實際與潛在需求，務求提升用戶產品體驗。本集團利用相關的技術及產品設計，成功推出了多個新產品。

Management Discussion and Analysis

管理層討論與分析

The Group's Main New Products

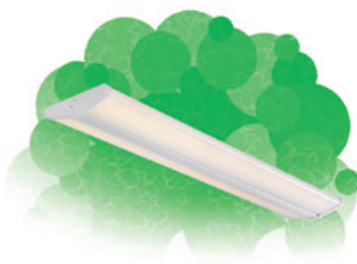
The Group focuses on developing creative research and development capability and providing customers with professional and optimised lighting and non-lighting solutions. It aims to promote the global energy-saving and emission-reduction and enhance green lighting industry forward to more sustainable, healthy and well-regulated growth. The Group has now established sales networks in major countries and regions such as North America, Europe, Australia, East Asia, the Middle East and Southeast Asia. The Group develops and promotes products according to regional characteristics and customer needs, providing distributors, project customers and consumers with customised and differentiated products and services. The following shows the main new products developed and successfully marketed by the Group during the period under review.

本集團主要新品

本集團致力於打造創新性研發能力，為客戶提供專業的照明及非照明優化解決方案，以推進國際節能減排，發展綠色照明環保產業為使命，推進照明產業持續、健康、有序的發展。目前本集團已於北美、歐洲、澳洲、東亞、中東及東南亞等主要國家及地區建立銷售網絡，並按區域特徵及客戶需求進行產品開發和推廣，為廣大經銷商、工程客戶及消費者提供定制化和差異化的產品及服務。下列展示本集團於回顧期內開發並成功上市的主要新品。



2ft LED High Bay
高棚燈



4ft High Output Commercial Wrap
帶端蓋長方形吸頂燈



5&6in RGBW downlight
智能筒燈



Low profile flushmount
超薄吸頂燈



SilentAire 8in Plasma Downlight
等離子筒燈殺菌燈



SilentAire 12in Plasma flushmount
等離子吸頂燈殺菌燈

Management Discussion and Analysis

管理層討論與分析



SilentAire 12in Plasma Universal
Ceiling Mount
等離子殺菌模組



SilentAire 24in Air Sterilizer Plasma
等離子殺菌燈



SilentAire Plasma Flat Panel
等離子麵板燈殺菌燈



Table grow light
桌面植物燈



LED Panel Ceiling Light
LED 導光板吸頂燈



LED Donut Pendant Light
LED甜甜圈吊燈



LED Donut Ceiling Light
LED甜甜圈吸頂燈



Commercial Eco Air Sterilizer
商用環保空氣消毒機



Commercial Eco Disinfectant Generator
商用環保消毒水生成機

Management Discussion and Analysis 管理層討論與分析



Eco Air Sterilizer with Humidifier
帶加濕的環保空氣消毒機



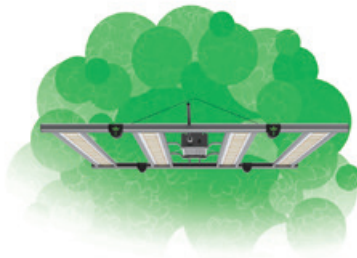
Eco Ambient Air Sterilizer
環保室內空氣消毒機



Eco Disinfectant Generator
環保消毒水生成機



LED Greenhouse Grow light
植物生長燈



LED Grow Light Bar Set
植物生長燈模組



LED Round High Bay
圓形高棚燈



Plasma Pendant light
等離子餐吊燈



LED Wall Pack
壁燈



Beam Adjust High Bay
可調角度高棚燈

Management Discussion and Analysis

管理層討論與分析



6in Color Preference Downlight
with Night light
6寸帶小夜燈調色筒燈



2x4 Plasma Panel
2x4等離子殺菌面板燈

Financial Review

Sales Revenue

Sales revenue represents the invoiced value of goods sold, after allowances for returns and trade discounts. During the Reporting Period, the sales revenue of the Group amounted to RMB2,374,947,000, representing an increase of 1.1% as compared with the sales revenue in the Corresponding Period.

For business management need and the nature of business units based on the products and market, the Group classified the reportable operating segments as follows:

Revenue by geographical locations, NVC brand sales and non-NVC brand sales

The table below sets forth the sales revenue by geographical locations, NVC brand products and non-NVC brand products and the growth rate of each item. Our non-NVC brand products primarily consist of ODM products.

財務回顧

銷售收入

銷售收入指已售貨物的發票價值，經扣除退貨和折扣的淨額。於報告年度內，本集團取得銷售收入為人民幣2,374,947千元，較同期的銷售收入增長1.1%。

出於經營管理需要及其產品和市場組成業務單元的性質，本集團劃分以下報告業務分部：

按地理位置及雷士品牌與非雷士品牌銷售劃分的收入

下表載列按地理位置及雷士品牌產品和非雷士品牌產品劃分的銷售收入及各項目的增長率。我們的非雷士品牌產品主要由ODM產品組成。

Management Discussion and Analysis

管理層討論與分析

| | | Year ended 31 December 截至12月31日止年度 | | |
|---|------------------|---------------------------------------|-----------------------------------|----------------------------------|
| | | 2021 2021年 RMB' 000 千人民幣 | 2020 2020年 RMB' 000 千人民幣 | Growth rate 增長率 (%) (%) |
| Sales revenue from the PRC market | 來自中國的銷售收入 | | | |
| Non-NVC brands | 非雷士品牌 | 251,503 | 238,784 | 5.3% |
| <i>Subtotal</i> | <i>小計</i> | 251,503 | 238,784 | 5.3% |
| Sales revenue from international markets | 來自國際的銷售收入 | | | |
| NVC brands | 雷士品牌 | 312,728 | 258,702 | 20.9% |
| Non-NVC brands | 非雷士品牌 | 1,810,716 | 1,852,087 | (2.2%) |
| <i>Subtotal</i> | <i>小計</i> | 2,123,444 | 2,110,789 | 0.6% |
| Total | 合計 | 2,374,947 | 2,349,573 | 1.1% |

The Group continues to focus on the lighting products in overseas market. During the Reporting Period, sales revenue from the PRC increased by 5.3%, due to the increase in the demand in the traditional lamp product market in PRC market. Meanwhile, international sales increased by 0.6%, mainly because of the strong demand of NVC lighting products in the UK market and the expansion of the NVC lighting products in Nordic market. It is offset by weak performance in overseas markets resulting from shortage of product supply and cargo ships which leads to decrease in the sale for non-NVC products by 2.2% comparing with Corresponding Period.

本集團在海外市場繼續專注於照明產品。受中國市場上傳統光源產品市場需求增加的影響，報告年度內來自中國的銷售收入增加5.3%。而國際銷售增長0.6%，主要是由於英國市場對雷士照明產品的強勁需求以及北歐市場對雷士照明產品的擴張，惟被因產品供應及貨船短缺導致非雷士產品的銷售額與同期相比下降2.2%而出現的海外市場表現疲弱所抵銷。

Management Discussion and Analysis

管理層討論與分析

Cost of Sales

Cost of sales mainly consists of the cost of raw materials, outsourced manufacturing costs, labor costs and indirect costs. Major raw materials of the Group include iron, aluminum and alloys, fluorescent powder, glass tubes, electronics components and LED packaged chips. Outsourced manufacturing costs primarily include the cost of purchased semi-finished products used in the production of our products and finished products produced by other manufacturers. Indirect costs primarily include water, electricity, depreciation and amortisation and others. The table below sets forth the composition of our cost of sales:

銷售成本

銷售成本主要包括原材料成本、外包生產成本、勞工成本及間接費用。本集團的主要原材料包括鐵、鋁及合金、螢光粉、玻璃管、電子元器件以及LED封裝晶片等。外包生產成本主要包括採購其他製造商生產的半成品以及成品以用於我們的產品生產的成本。間接費用成本主要包括水、電、折舊和攤銷以及其他。下表列示銷售成本的組成：

| | | Year ended 31 December 截至12月31日止年度 | | | |
|--|---------------|---------------------------------------|--|---------------|--|
| | | 2021 2021年 | | 2020 2020年 | |
| | | RMB' 000 | Percentage in revenue (%) 佔收入比例 (%) | RMB' 000 | Percentage in revenue (%) 佔收入比例 (%) |
| | | 千人民幣 | (%) | 千人民幣 | (%) |
| Raw materials (including outsourced manufacturing costs) | 原材料 (含外包生產成本) | 1,459,481 | 61.5% | 1,464,557 | 62.3% |
| Labor costs | 勞工成本 | 165,567 | 7.0% | 141,631 | 6.0% |
| Indirect costs | 間接費用 | 87,467 | 3.6% | 70,867 | 3.0% |
| Total | 合計 | 1,712,515 | 72.1% | 1,677,055 | 71.4% |

During the Reporting Period, the cost of sales as a percentage in revenue increased from 71.4% to 72.1%, while the gross profit margin slightly decreased from 28.6% to 27.9%. Despite the fact that the Group has transferred its production line to Vietnam to mitigate the impact of U.S. import tariffs, rapid increase in the prices of some commodities and labour cost lead to the increase in the production cost of the Group which offset some production cost savings. This resulted to a slightly decrease in the overall gross profit margin.

於報告年度內，銷售成本佔收入的百分比從71.4%增至72.1%，毛利率從28.6%略微降至27.9%。儘管本集團已將生產線轉移至越南以減輕美國進口關稅的影響，但部分大宗商品價格及勞工成本的快速上漲導致本集團的生產成本增加，抵銷了部分生產成本的節省，因而綜合毛利率輕微下降。

Management Discussion and Analysis

管理層討論與分析

Gross Profit and Gross Profit Margin

Gross profit is calculated as the net value of sales revenue less cost of sales.

During the Reporting Period, gross profit was RMB662,432,000, representing a slightly decrease of 1.5% as compared with the gross profit of sales from the continuing operations of the Corresponding Period, and gross profit margin of sales decreased from 28.6% to 27.9%. The gross profit and gross profit margin by segments are shown as follows:

The table below shows the gross profit and gross profit margin by geographical locations and NVC brand products and non-NVC brand products for the periods indicated:

毛利及毛利率

毛利指收入減去銷售成本後的淨額。

於報告年度內，實現毛利為人民幣662,432千元，較同期的持續經營業務的銷售毛利略微減少1.5%，銷售毛利率從28.6%降至27.9%。各分部的毛利及毛利率列示如下：

下表列示所示期間的按地理位置及雷士品牌產品及非雷士品牌產品的毛利及毛利率：

| | | Year ended 31 December 截至12月31日止年度 | | | |
|---|-------------------|---------------------------------------|------------|------------------|------------|
| | | 2021 2021年 | | 2020 2020年 | |
| | | RMB' 000 千人民幣 | (%) (%) | RMB' 000 千人民幣 | (%) (%) |
| Gross profit from PRC sales: | 中國銷售產生的毛利： | | | | |
| Non-NVC brands | 非雷士品牌 | 42,710 | 17.0% | 53,398 | 22.4% |
| <i>Subtotal</i> | <i>小計</i> | 42,710 | 17.0% | 53,398 | 22.4% |
| Gross profit from international sales: | 國際銷售產生的毛利： | | | | |
| NVC brands | 雷士品牌 | 105,804 | 33.8% | 73,271 | 28.3% |
| Non-NVC brands | 非雷士品牌 | 513,918 | 28.4% | 545,849 | 29.5% |
| <i>Subtotal</i> | <i>小計</i> | 619,722 | 29.2% | 619,120 | 29.3% |
| Total | 合計 | 662,432 | 27.9% | 672,518 | 28.6% |

Management Discussion and Analysis

管理層討論與分析

Due to complex global economic and social environment, the overall gross profit margin of the Group slightly decreased as compared with the Corresponding Period. It was mainly due to increased raw material prices and labour cost in 2021. However, the Group has implemented the following measures to mitigate the impact. Firstly, the Group gradually transferred the best-selling product lines to Vietnam factories where more preferential trade policies are provided, and strengthened procurement and technology to reduce costs, which mitigated the impact of high commodities price; secondly, the Group expanded its exposure in Nordic market, where it generated more gross profit to the Group; and lastly, it accelerated the development and promotion of new products, and provided customisation products and services to increase the added value and gross profit margin of new products, which contributed to the gradual increase in the proportion of new products with high gross profit margin, leading to an effective increase in the overall gross profit margin.

Other Income

Our other income mainly consists of waiver of special dividend from an associate, government grants and other subsidies, bank and other interest income, surcharges from suppliers, rental income, consultancy service income, trademark licensing fee, samples recharged to customers and others. We received various types of government grants in the form of tax subsidies, incentives for research and development activities, expansion of production capacity of energy-saving lamp and the support of the payroll of the Group's employees resulting from the COVID-19 pandemic. During the Reporting Period, other income of the Group decreased significantly to RMB46,524,000 as compared with the other income from the Corresponding Period, which was mainly due to the waiver of special dividend from an associate during the Corresponding Period and the decrease of government grants recognised.

More details about the other income are provided in note 7 to the consolidated financial statements on pages 262 to 263 of this annual report.

在複雜的國際經濟和社會環境下，本集團的整體毛利率均較同期稍有下降，主要是由於2021年原材料價格及勞工成本增加。然而，本集團已實施以下措施以減輕影響：首先，本集團逐步將暢銷產品線轉移至貿易政策更優惠的越南工廠，並加強採購及技術以降低成本，緩解大宗商品價格高企的影響；其次，本集團擴大在北歐市場的業務，為本集團帶來更多毛利；及最後，加快新產品開發及推廣，提供定制化產品及服務，以提高新產品附加值及毛利率，使高毛利率的新品佔比逐步提升，從而帶動整體毛利率的有效提升。

其他收入

我們的其他收入主要包括一家聯營公司豁免特別股息、政府補助及其他補貼、銀行及其他利息收入、來自供應商的附加費、租金收入、諮詢收入、商標許可費、來自客戶的樣品費收入及其他。同時我們收到各種作為稅收補貼、鼓勵進行科技研發和擴大節能燈產能以及與新冠疫情相關的補助，以及支持本集團僱員工資的政府補助。於報告年度內，本集團其他收入較同期之其他收入大幅減少至人民幣46,524千元，主要是同期收到一家聯營公司豁免的特別股息以及確認政府補助減少所致。

有關其他收入的詳細情況請參照本年報第262頁至第263頁的綜合財務報表附註7。



Management Discussion and Analysis

管理層討論與分析

Other Gains and Losses

This item represents the Group's net foreign exchange (losses) gains, gain (loss) from fair value changes of held-for-trade investments, and property, plant and equipment, fair value change of contingent consideration receivables, gain or loss on disposal of property, plant and equipment and others during the Reporting Period.

More details about the other gains and losses are provided in note 8 to the consolidated financial statements on page 263 of this annual report.

Selling and Distribution Costs

Our selling and distribution costs mainly consist of freight costs, advertising and promotion expenses, staff costs and other costs including office expenses, customs clearance expenses, travelling expenses, depreciation and amortisation, insurance fees and other miscellaneous costs.

During the Reporting Period, the selling and distribution costs were RMB272,684,000, representing an increase of 21.9% as compared with the selling and distribution costs from the Corresponding Period. The selling and distribution costs as a percentage in revenue increased from 9.5% to 11.5% as well mainly due to significant increase in freight rate which leads to higher transportation costs on selling in overseas market.

Administrative Expenses

Our administrative expenses mainly consist of staff costs, amortisation and depreciation, research and development expenses, office expenses and other expenses including tax expenses, audit fees, other professional fees, impairment of trade and other receivables and other miscellaneous expenses. These taxes mainly include land use tax and stamp duty in connection with our administrative functions.

During the Reporting Period, the administrative expenses were RMB256,222,000, representing a decrease of 6.5% as compared with the administrative expenses from continuing operations of the Corresponding Period, our administrative expenses as a percentage in revenue decreased from 11.7% to 10.8%, which was mainly due to the fact that the Group strengthened internal operation management and tightened expenses to cut down our expenditures during pandemic in the Reporting Period.

其他損益

本項反映於報告年度內本集團的外匯淨(損失)收益、交易性持有投資的公允價值變動收益(損失)、物業、廠房及設備、或有應收對價的公允價值變動、處置物業、廠房及設備的損益及其他等。

有關其他損益的詳細情況請參照本年報第263頁的綜合財務報表附註8。

銷售及分銷費用

我們的銷售及分銷費用主要包括運費、宣傳和推廣費、員工成本和其他費用，包括辦公費、報關費、交通費、折舊和攤銷、保險費和其他雜項。

於報告年度內，銷售及分銷費用較同期之銷售及分銷費用上升21.9%，至人民幣272,684千元，同時銷售及分銷費用佔收入的比例由9.5%上升至11.5%，主要是由於運價大幅上漲，導致在海外市場銷售的運輸成本增加。

管理費用

管理費用主要包括員工成本、攤銷和折舊、研發費、辦公費用及其他費用，其他費用主要包括稅項、審計費、其他專業費用、貿易及其他應收款減值和其他雜項。這些稅項主要包括與我們的行政部門有關的土地使用稅和印花稅。

於報告年度內，管理費用較同期持續經營業務之管理費用下降6.5%，至人民幣256,222千元，管理費用佔收入的比例由11.7%下降至10.8%，主要是在報告年度內由於疫情影響，本集團採取加強內部營運管理及收緊開支等舉措節省開支。

Management Discussion and Analysis

管理層討論與分析

Finance Costs

Finance costs represent the expenses of interest on bank loans, interest on lease liabilities and interest on vendor financing.

Share of Results of Associates

This item represents the Group's share of net profits or net losses in the associates during the Reporting Period.

Income Tax

During the Reporting Period, the Group's income tax increased significantly to RMB29,524,000 as compared with the income tax from the Corresponding Period. It is mainly due to overprovision of prior year tax expenses was recorded in the Corresponding Period.

Profit for the Year (including Profit Attributable to Non-controlling Interests)

Due to the factors mentioned above, our profit for the year (including profit attributable to non-controlling interests) was RMB33,466,000 during the Reporting Period.

Profit Attributable to Owners of the Company for the Year

Due to the factors mentioned above, profit attributable to owners of the Company was RMB5,814,000 during the Reporting Period.

Profit for the Year Attributable to Non-controlling Interests

During the Reporting Period, profit for the year attributable to non-controlling interests was RMB27,652,000.

財務費用

財務費用為銀行貸款利息、租賃負債利息及供應商融資利息支出。

應佔聯營公司業績

本項反映於報告年度內本集團在聯營公司中享有的淨利潤或承擔的淨虧損份額。

所得稅

於報告年度內，本集團所得稅較同期之所得稅大幅增加至人民幣29,524千元，主要是由於上一年度稅項開支的超額撥備於同期入賬。

本年利潤 (包括非控制性權益應佔部份)

由於上述因素，於報告年度內，我們的本年利潤 (包括非控制性權益應佔部份) 為人民幣33,466千元。

本公司擁有人應佔的本年利潤

由於上述因素，於報告年度內，本公司擁有人應佔的本年利潤為人民幣5,814千元。

非控制性權益應佔的本年利潤

於報告年度內，非控制性權益應佔的本年利潤為人民幣27,652千元。



Management Discussion and Analysis

管理層討論與分析

Cash Flow and Liquidity

Cash flow

The table below sets out selected cash flow data from our consolidated statement of cash flows.

現金流量及流動性

現金流量

下表載列從我們的綜合現金流量表中節選的現金流量數據。

| | | 31 December 12月31日 | |
|---|----------------------|-----------------------------------|-----------------------------------|
| | | 2021 2021年 RMB' 000 千人民幣 | 2020 2020年 RMB' 000 千人民幣 |
| Net cash flows used in operating activities | 經營活動所用現金流量淨額 | (122,657) | (187,999) |
| Net cash flows used in investing activities | 投資活動所用現金流量淨額 | (70,382) | (34,892) |
| Net cash flows used in financing activities | 融資活動所用現金流量淨額 | (49,123) | (29,502) |
| Net decrease in cash and cash equivalents | 現金及現金等價物減少淨額 | (242,162) | (252,393) |
| Cash and cash equivalents at beginning of year | 年初現金及現金等價物 | 1,226,773 | 1,551,520 |
| Effect of foreign exchange rate changes, net | 匯率變動影響淨額 | (36,343) | (72,354) |
| Cash and cash equivalents as stated in the consolidated statement of cash flows | 於綜合現金流量表中呈列的現金及現金等價物 | 948,268 | 1,226,773 |

At the end of the Reporting Period, the cash and bank balances of the Group were mainly denominated in US\$, RMB, HK\$, GBP, JPY, SGD and VND. The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於本報告年度末，本集團的現金及銀行結餘主要以美元、人民幣、港元、英鎊、日元、新幣及越南盾計值。人民幣不可自由轉換為其他貨幣。然而，根據中國內地的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准通過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

Management Discussion and Analysis

管理層討論與分析

Liquidity

Sufficiency of net current assets and working capital

The table below sets out our current assets, current liabilities and net current assets as at the end of the Reporting Period.

流動性

淨流動資產及營運資金的充足性

下表載列於報告年度末的流動資產、流動負債及淨流動資產。

| | | Year ended 31 December 截至12月31日止年度 | |
|---|----------------|---------------------------------------|-----------------------------------|
| | | 2021 2021年 RMB' 000 千人民幣 | 2020 2020年 RMB' 000 千人民幣 |
| CURRENT ASSETS | 流動資產 | | |
| Inventories | 存貨 | 624,038 | 421,673 |
| Trade and bills receivables | 貿易及票據應收賬款 | 500,403 | 498,777 |
| Other receivables, deposits and prepayments | 其他應收賬款、保證金及預付款 | 113,581 | 95,957 |
| Tax recoverable | 預付所得稅 | 13,879 | 1,658 |
| Financial assets at fair value through profit or loss | 按公允價值計入損益的金融資產 | 40,600 | 25,251 |
| Pledged bank deposits | 抵押的銀行存款 | 83,272 | 75,671 |
| Bank balances and cash | 銀行結餘及現金 | 948,268 | 1,226,773 |
| Subtotal current assets | 流動資產小計 | 2,324,041 | 2,345,760 |
| CURRENT LIABILITIES | 流動負債 | | |
| Trade payables | 貿易應付賬款 | 609,820 | 561,320 |
| Other payables and accruals | 其他應付款及預提費用 | 254,301 | 252,551 |
| Contract liabilities | 合同負債 | 34,205 | 47,028 |
| Borrowings | 借款 | 40,035 | 30,043 |
| Deferred income | 遞延收益 | 1,009 | 1,009 |
| Lease liabilities | 租賃負債 | 14,890 | 17,628 |
| Tax liabilities | 稅務負債 | 15,937 | 45,519 |
| Subtotal current liabilities | 流動負債小計 | 970,197 | 955,098 |
| NET CURRENT ASSETS | 淨流動資產 | 1,353,844 | 1,390,662 |

Management Discussion and Analysis

管理層討論與分析

As at 31 December 2021 and 31 December 2020, the total net current assets of the Group amounted to RMB1,353,844,000 and RMB1,390,662,000, respectively, and the current ratio was 2.40 and 2.46, respectively. In light of our current liquidity position and our projected cash inflows generated from operations, the Directors believe that the Group has sufficient working capital for our present requirements and for the next 12 months.

Capital Management

The table below sets out our gearing ratio as at the end of the Reporting Period.

於2021年12月31日和2020年12月31日，本集團的淨流動資產總額分別為人民幣1,353,844千元和人民幣1,390,662千元，流動比率分別為2.40和2.46。鑒於我們目前的流動性狀況及預期因經營而產生的現金流入，董事認為本集團擁有充足的營運資金以應付目前及未來12個月的資金需求。

資本管理

下表載列於報告年度末的資本負債比率。

| | | Year ended 31 December 截至12月31日止年度 | |
|--|-------------|---------------------------------------|-----------------------------------|
| | | 2021 2021年 RMB' 000 千人民幣 | 2020 2020年 RMB' 000 千人民幣 |
| Borrowings | 借款 | 40,035 | 33,659 |
| Total debt | 債務合計 | 40,035 | 33,659 |
| Less: cash and cash equivalents | 減：現金及現金等價物 | (948,268) | (1,226,773) |
| Net debt | 淨債務 | N/A 不適用 | N/A 不適用 |
| Total equity attributable to owners of the Company | 本公司擁有人應佔總權益 | 3,195,184 | 3,224,627 |
| Gearing ratio | 資本負債比率 | N/A 不適用 | N/A 不適用 |

Management Discussion and Analysis

管理層討論與分析

The primary goal of our capital management is to maintain the stability and growth of our financial position. We regularly review and manage our capital structure and make corresponding adjustments, after taking into consideration changes in economic conditions, our future capital requirements, prevailing and projected profitability and operating cash flows, projected capital expenditures and projected strategic investment opportunities. We manage our capital by monitoring our gearing ratio (which is calculated as net debt divided by the total equity attributable to owners of the Company). Net debt is the balance of interest-bearing loans and borrowings less cash and cash equivalents and short-term deposits.

Inventories

The balance of inventories represents our balance of stock of raw materials, work in progress and finished goods as at the end of the Reporting Period. We monitor our inventories on a regular basis.

More details about the inventories are provided in note 28 to the consolidated financial statements on page 297 of this annual report.

Trade and bills receivables

Trade receivables of the Group mainly represented proceeds receivable from sale of goods. The Group's trading terms with its customers are mainly on credit, except for new customers where payment in advance is normally required. The credit periods generally range from 30 to 180 days for major customers. Each major customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivables balance.

More details about the trade and bills receivables are provided in note 26 to the consolidated financial statements on pages 292 to 295 of this annual report.

我們資本管理的主要目標是保持公司財務狀況的穩定性及增長。我們定期審查並管理我們的資本結構，並在考慮經濟狀況的轉變、未來資本需要、當前及預期的盈利能力及營運現金流量、預期資本支出及預期策略性投資機會後作出相應的調整。我們透過監控公司的資本負債比率（淨債務除以本公司擁有人應佔總權益）來管理資本。淨債務為計息貸款及借款扣除現金及現金等價物及短期存款之餘額。

存貨

存貨結餘指本集團在本報告年度末的原材料、在製品及產成品庫存餘額。本集團對存貨進行定期監控。

有關存貨的詳細情況請參照本年報第297頁的綜合財務報表附註28。

貿易及票據應收賬款

本集團的貿易應收賬款主要指來自貨物銷售的應收所得賬款。本集團與客戶之間主要通過信用交易，但新客戶一般需要提前支付。主要客戶的信用期限一般介於30天至180天不等。每位主要客戶均設置最高信用限額。本集團尋求對其未結清應收賬款維持嚴格監控，並已建立一個信用監控部門以將信用風險降至最低。高級管理人員定期覆核逾期結餘。鑒於上述情況及本集團貿易應收賬款與大量分散客戶有關，信用風險的集中度並不高。本集團並無就其貿易應收賬款結餘持有任何抵押品或採取其他信用增級。

有關貿易及票據應收賬款的詳細情況請參照本年報第292頁至第295頁的綜合財務報表附註26。

Management Discussion and Analysis

管理層討論與分析

Trade and bills payables

More details about the trade and bills payables are provided in note 31 to the consolidated financial statements on pages 299 to 301 of this annual report.

Borrowings

More details about the borrowings are provided in note 35 to the consolidated financial statements on pages 305 to 306 of this annual report.

Capital Expenditure

We funded our capital expenditure with cash generated from operations and bank loans. Our capital expenditure is primarily related to expenditure on property, plant and equipment and other intangible assets. During the Reporting Period, the Group's capital expenditure amounted to RMB113,771,000, mainly attributable to the increase in cost of leasehold improvements, machinery equipment, furniture and fixtures, computer equipment and customer relationships.

Off-balance Sheet Arrangement

We did not have any outstanding derivative financial instruments and off-balance sheet guarantees for outstanding loans. We did not engage in trading activities involving non-exchange traded contracts.

Capital Commitments

As at 31 December 2021, the capital commitments in respect of purchase of property, plant and equipment, acquisition of interest in investments, acquisition of interests in associates and acquisition of interests in a subsidiary were RMB42,327,000 (31 December 2020: RMB29,336,000).

Mergers, Acquisitions, Investments And Disposals

In January 2021, UK NVC acquired 20% equity of Elekzon Pty Limited, a distributor in Australia, at a consideration of USD350,000, to enhance control over distribution channels in Australia.

During the Reporting Period, UK NVC acquired a 100% equity interest in NVC DK A/S. NVC DK A/S is principally engaged in the sales and distribution of lighting products and was acquired with the objective of expanding the Group's customer base in Denmark.

Save as disclosed in the above, the Group made no material acquisition, merger or sale of subsidiaries and associates during the Reporting Period.

貿易及票據應付賬款

有關貿易及票據應付賬款的詳細情況請參照本年報第299頁至第301頁的綜合財務報表附註31。

借款

有關借款的詳細情況請參照本年報第305頁至第306頁綜合財務報表附註35。

資本支出

我們的資本支出來源為經營業務所產生的現金以及銀行貸款所取得的現金。資本支出主要為有關物業、廠房及設備及其他無形資產。於報告年度內，本集團資本支出為人民幣113,771千元，主要是裝修費、機器設備、傢俱及裝置、電腦設備以及客戶關係的增加。

表外安排

我們概無任何已發行的衍生金融工具及未還貸款的表外擔保。我們概未從事涉及非交易所買賣合同的交易活動。

資本承諾

於2021年12月31日，購置物業、廠房及設備、取得投資權益、取得聯營公司權益及購買一家子公司權益的資本承諾為人民幣42,327千元（2020年12月31日：人民幣29,336千元）。

兼併、收購、投資及出售

於2021年1月，英國雷士以350,000美元的代價收購澳洲經銷商Elekzon Pty Limited 20%的股權，以此增強對澳洲經銷渠道的控制。

於報告年度內，英國雷士收購NVC DK A/S的100%股權。NVC DK A/S主要從事照明產品的銷售及分銷，且收購旨在擴大本集團在丹麥的客戶基礎。

除上述披露之外，於報告年度內，本集團沒有進行重大附屬公司及聯營公司的收購、兼併或出售。

Management Discussion and Analysis

管理層討論與分析

Other Significant Investment and Performance

Except for the information disclosed in other parts of this annual report, during the Reporting Period, the Company had no major investments.

Pledge of Assets

The Group's borrowings had been secured by the pledge of the Group's assets and the carrying amounts of the respective assets are as follows:

| | | 2021 2021年 RMB' 000 千人民幣 | 2020 2020年 RMB' 000 千人民幣 |
|-------------------------------|----------|-----------------------------------|-----------------------------------|
| Property, plant and equipment | 物業、廠房及設備 | – | 41,840 |
| Trade receivables | 貿易應收賬款 | 163,300 | 29,458 |
| Pledged bank deposits | 已抵押銀行存款 | 83,272 | 75,671 |
| | | 246,572 | 146,969 |

As at 31 December 2020, right-of-use assets related to leasehold land with aggregate carrying amounts of RMB17,408,000 were pledged for an associate's bank loan facilities.

Market Risks

We are exposed to various market risks in the ordinary course of business. Our risk management strategy aims to minimise the adverse effects of these risks to our financial results.

Foreign Currency Risk

We are exposed to transactional currency risk. Such risk arises from sales or procurement by an operating unit in currencies other than its functional currency. As a result, we are exposed to fluctuations in the exchange rate between the functional currencies and foreign currencies. During the Reporting Period, the Group had entered into several forward exchange contracts in place to hedge the foreign exchange exposure and did not experience any material difficulties or negative impacts on our operations or liquidity as a result of fluctuations on currency exchange rates.

Commodity Price Risk

We are exposed to fluctuations in the prices of raw materials which are influenced by global changes as well as regional supply and demand conditions. Fluctuations in the prices of raw materials could adversely affect our financial performance. We did not enter into any commodity derivative instruments to hedge the potential commodity price changes.

其他重大投資及表現

除本年報其他部份內容所披露資料外，於報告年度內，本公司沒有重大投資。

抵押資產

本集團的借款以本集團的資產作抵押，相關資產的賬面值如下：

於2020年12月31日，總賬面值為人民幣17,408千元與租賃土地相關的使用權資產已就一家聯營公司的銀行貸款融資予以抵押。

市場風險

在日常業務過程中，我們面臨下述各種市場風險。我們的風險管理策略旨在將這些風險對我們財務業績的影響降至最低。

外幣風險

我們承受貨幣交易風險。交易風險因營運單位以其功能貨幣以外的貨幣進行銷售或採購而產生。因此，我們面臨功能貨幣與外幣之間的匯率波動的風險。於報告年度內，本集團簽訂若干匯率遠期合同以對沖匯率風險，因此並無因貨幣匯率的波動而令我們營運或流動資金出現任何重大困難或負面影響。

商品價格風險

我們承受原材料價格波動的風險。原材料價格受全球變動及地區性供求狀況的影響。原材料價格的波動可能對我們的財務業績產生不利影響。本公司尚未簽訂任何商品衍生工具以對沖潛在的商品價格變化。

Management Discussion and Analysis

管理層討論與分析

Liquidity Risk

We monitor our risk of having a shortage of funds by managing the maturity of our financial instruments, financial assets and liabilities and projected cash flows from operations. Our goal is to maintain a balance between continuity and flexibility of funding through the use of bank loans and other interest-bearing loans. Our Directors have reviewed our working capital and capital expenditure requirements and determined that we have no significant liquidity risk.

Credit Risk

Our major credit risk arises from exposure to a substantial number of trade and bills receivables, deposits and other receivables from debtors. We have policies in place to ensure that the sales of products are made to customers with an appropriate credit limit, and we have strict control over credit limits of trade receivables. Our cash and short-term deposits are mainly deposited with registered banks in Mainland China, Hong Kong and Singapore. We also have policies that limit our credit risk exposure to any financial institutions. The carrying amounts of trade and bills receivables, deposit-pledges and other receivables, cash and cash equivalents and short-term deposits included in the consolidated statement of financial position represent our maximum exposure to credit risk in relation to our financial assets. We have no other financial assets which carry significant exposure to credit risk. In 2021, we entered into a number of one-year insurance contracts with China Export & Credit Insurance Corporation, which covered 70% or 90% uncollectible receivables from international sales during the period from 1 July 2020 to 31 December 2022 with a maximum compensation amount of US\$31,280,000 (equivalent to approximately RMB201,675,000). We purchased such insurance in order to minimise our exposure to credit risk as we expand our business. We plan to renew such insurance contracts when they become due.

Employees

As at 31 December 2021, the Group had approximately 3,165 employees in total (31 December 2020: 3,331). The Group regularly reviews remuneration and benefits of its employees according to the relevant market practice and individual performance of the employees. In addition to basic salary, employees are entitled to other benefits including social insurance contributions, employee provident fund schemes, discretionary incentive and share option schemes.

流動資金風險

我們通過管理我們金融票據、金融資產及負債的到期日和預計從營運產生的現金流量來監控資金短缺的風險。我們的目標是通過使用銀行貸款和其他計息貸款使資金的連續性和靈活性保持平衡。我們的董事已審核我們的營運資金及資本開支要求，並確定我們沒有重大流動資金風險。

信用風險

我們的主要信用風險來自於債務人的大量貿易及票據應收賬款、保證金及其他應收賬款。我們已訂立政策確保產品出售予有適當信用額度的客戶，且我們嚴格控制貿易應收賬款的信用額度。我們的現金和短期存款主要存於中國大陸、香港及新加坡的註冊銀行。我們亦有限制信用風險暴露於任何金融機構的政策。綜合財務狀況表中的貿易及票據應收賬款、保證金及其他應收賬款的賬面值、現金及現金等價物和短期存款反映了本集團就有關金融資產的最大信用風險。我們沒有其他帶有重大信用風險的金融資產。於2021年，我們與中國出口信用保險公司訂立若干一年期保險合同，在其承保範圍內，覆蓋於2020年7月1日至2022年12月31日期間的國際銷售應收賬款不可能收回的金額之70%或90%，最高賠償金額為31,280千美元（折合約人民幣201,675千元）。我們購買上述保險是為了最大程度降低我們擴張業務所帶來的信用風險。我們計劃於到期時將該等保險合同續期。

僱員

於2021年12月31日，本集團的總員工人數約3,165名（2020年12月31日：3,331名）。本集團會定期就有關市場慣例及個別僱員的表現審核僱員薪酬及福利。除支付基本薪金外，僱員也享受其他福利包括社會保險、員工公積金計劃、酌情性獎勵及購股權計劃。

Directors and Senior Management

董事及高級管理層



Executive Directors 執行董事

Mr. WANG Donglei (王冬雷), aged 58, is an executive Director, chairman and the chief technology officer of the Company. He is also the former chief executive officer of the Company (Mr. Wang has resigned as the chief executive officer of the Company on 22 February 2019, has been re-designated from an executive Director to a non-executive Director on 20 May 2020 and has been re-designated again from a non-executive Director of the Company to an executive Director on 17 July 2020). Mr. Wang has been appointed as the chief technology officer of the Company with effect from 19 July 2021. He is also a director of a subsidiary of the Company. In addition, Mr. Wang has been appointed as a director of Brilliant Lights (Finco) Pte. Ltd. and Brilliant Lights International Holding Pte. Ltd., the associates of the Company, with effect from 12 December 2019.

Mr. Wang joined the Group in January 2013. He has many years of experience in product research and development, manufacturing and business management. In 1996, Mr. Wang participated in the founding of Zhuhai China Resource Appliance Co., Ltd.* (珠海華潤電器有限公司) (which was subsequently renamed as Elec-Tech International Co., Ltd.* (安徽德豪潤達電氣股份有限公司) ("ETIC"), a substantial shareholder of the Company, and the shares of which were listed on the Shenzhen Stock Exchange in China in 2004) and served as the chairman and the general manager. He has been serving as a director and the chairman of ETIC from 2001 and has resigned as the chairman of ETIC on 8 October 2018; and resigned as director of ETIC on 11 May 2021. Mr. Wang graduated from China Dalian Institute of Technology (subsequently renamed as Dalian University of Technology) with a bachelor's degree in engineering. He is the father of Mr. WANG Keven Dun. Mr. WANG Keven Dun is a non-executive Director of the Company.

王冬雷先生，現年58歲，是本公司執行董事、董事長及首席技術官，王先生亦是本公司前任首席執行官（他已於2019年2月22日辭任本公司首席執行官，於2020年5月20日由執行董事調任為非執行董事，於2020年7月17日由本公司非執行董事重新調任為執行董事）。王先生於2021年7月19日獲委任為本公司首席技術官。他同時為本公司一間附屬公司董事。此外，王先生自2019年12月12日起擔任本公司聯營公司Brilliant Lights (Finco) Pte. Ltd.及Brilliant Lights International Holding Pte. Ltd.董事。

王先生於2013年1月加入本集團。他擁有多年的產品研發、生產製造、企業管理經驗。王先生曾於1996年參與創辦珠海華潤電器有限公司（後更名為安徽德豪潤達電氣股份有限公司（「德豪潤達」），本公司的主要股東，其股份於2004年在中國深圳證券交易所上市），並擔任董事長兼總經理。他自2001年起擔任德豪潤達的董事及董事長，於2018年10月8日辭任德豪潤達董事長並於2021年5月11日辭任德豪潤達董事。王先生畢業於中國大連工學院（後更名為大連理工大學），並獲得工學學士學位。王先生是王頓先生的父親，王頓先生是本公司的非執行董事。

Directors and Senior Management

董事及高級管理層



Ms. CHAN Kim Yung, Eva (陳劍瑢), aged 54, is an executive Director, the vice chairman, chief executive officer and vice president of mature channels for overseas sales of the Company. Ms. Chan joined the Group in November 2018 and has been appointed as the chief executive officer of the Company with effect from 22 February 2019. She is also a director of certain subsidiaries of the Company. In addition, Ms. Chan has been appointed as a director of Brilliant Lights (Finco) Pte. Ltd. and Brilliant Lights International Holding Pte. Ltd., the associates of the Company, with effect from 12 December 2019.

From 1998 to 2004, Ms. Chan served as the general manager and vice president of Zhuhai China Resource Appliance Co., Ltd.* (珠海華潤電器有限公司) (now known as Elec-Tech International Co., Ltd.* (安徽德豪潤達電氣股份有限公司) ("ETIC"), a substantial shareholder of the Company), where she was in charge of the sales and marketing of global business; from 2004 to 2012, she served as the senior vice president of ETIC where she was in charge of the company's global business strategy and risk management; from 2012 to 2018, she served as the chief executive officer of Elec-Tech Solid State Lighting (HK) Limited, a subsidiary of the Company mainly engaged in international LED lighting business. Ms. Chan graduated from University of Saskatchewan where she obtained a Bachelor's degree in Engineering in 1991, a Master's degree in Engineering in 1993 and an MBA degree in 1995.

陳劍瑢女士，現年54歲，是本公司執行董事、副董事長、首席執行官兼海外銷售成熟渠道副總裁。陳女士於2018年11月加入本集團並於2019年2月22日起獲委任為本公司首席執行官。她同時為本公司若干附屬公司董事。此外，陳女士自2019年12月12日起擔任本公司聯營公司Brilliant Lights (Finco) Pte. Ltd.及Brilliant Lights International Holding Pte. Ltd.董事。

陳女士自1998年至2004年，於珠海華潤電器有限公司（現名為安徽德豪潤達電氣股份有限公司（「德豪潤達」），本公司之主要股東）擔任總經理及副總裁，負責全球市場及銷售；自2004年至2012年，於德豪潤達擔任高級副總裁，負責該公司之全球業務戰略及風險管理；自2012年至2018年，於本公司一間附屬公司怡達（香港）光電科技有限公司（該公司主要從事國際LED照明業務）擔任首席執行官。陳女士畢業於薩斯喀徹溫大學，於1991年獲工程學學士學位，於1993年獲工程學碩士學位，及於1995年獲工商管理碩士學位。

Directors and Senior Management

董事及高級管理層



Mr. XIAO Yu (肖宇), aged 62, is an executive Director of the Company and vice president of manufacturing of the Company. Mr. Xiao joined the Group in May 2014 as a non-executive Director and re-designated as an executive Director in August 2014. He is also a director/chairman of certain subsidiaries of the Company.

Mr. Xiao has extensive experience in enterprise production management. He once served as a senior officer in companies listed in Mainland China for several years and therefore has in-depth knowledge and understanding on corporate governance and enterprise management. From July 1986 to June 1996, Mr. Xiao worked in Beijing Beinei Group* (北京北內集團) as the deputy chief coordinator and the party secretary of the Communist Party of China of the Central Coordination Office, during which he was awarded the titles of Beijing Model Worker and Beijing Excellent Young Intellectual. He was the chairman and general manager of Westar (Zhongshan) Electrical Appliance Manufacturing Co., Ltd.* (威斯達電器(中山)製造有限公司), a subsidiary of ETIC Group from July 1996 to August 2004, was the deputy general manager of the ETIC Group and the chairman of Westar (Zhongshan) Electrical Appliance Manufacturing Co., Ltd.* (威斯達電器(中山)製造有限公司) from September 2004 to February 2008, and was senior vice president of ETIC from March 2012 to December 2014. From May 2008 to December 2019, he had successively served as the consultant to the president of ETIC Group, the chairman and general manager of Elec-Tech Photoelectric Technology (Dalian) Co., Ltd.* (大連德豪光電科技有限公司) and the general manager of Elec-Tech Photoelectric Technology (Wuhu) Co., Ltd.* (蕪湖德豪潤達光電科技有限公司). Mr. Xiao previously worked in different subsidiaries of ETIC Group as: a director of Appliance of America (Zhuhai) Limited* (北美電器(珠海)有限公司), an executive director of Elec-Tech Photoelectric Technology (Dalian) Co., Ltd.* (大連德豪光電科技有限公司) and an executive director of Huizhou Thorled-opto Co., Ltd.* (惠州雷通光電器件有限公司). Mr. Xiao graduated from Dalian Institute of Technology (later renamed as Dalian University of Technology) with a bachelor's degree in 1985 and also graduated with an EMBA's degree from School of Economics and Management of Tsinghua University in 2008. He holds the engineer's qualification certificate.

肖宇先生，現年62歲，是本公司執行董事及負責生產製造的副總裁。肖先生於2014年5月加入本集團，擔任非執行董事，其後於2014年8月調任為執行董事。他同時為本公司若干附屬公司董事／董事長。

肖先生具有長期的企業生產管理工作經驗，其間數年擔任中國大陸上市公司高級管理人員，對公司治理、企業管理等具有深入的認識和理解。肖先生曾於1986年7月至1996年6月期間在北京北內集團總公司工作，擔任副總調度長兼總調度室黨委書記，期間曾被評為北京市勞動模範、北京市優秀青年知識份子。他亦曾於1996年7月至2004年8月期間擔任德豪潤達集團下屬公司威斯達電器(中山)製造有限公司的董事長兼總經理、於2004年9月至2008年2月期間擔任德豪潤達集團常務副總經理兼威斯達電器(中山)製造有限公司的董事長及於2012年3月至2014年12月期間擔任德豪潤達高級副總裁。他自2008年5月至2019年12月間歷任德豪潤達集團的總裁顧問、大連德豪光電科技有限公司的董事長兼總經理及蕪湖德豪潤達光電科技有限公司總經理。肖先生過往曾分別於以下德豪潤達集團附屬公司中擔任職務：北美電器(珠海)有限公司董事、大連德豪光電科技有限公司執行董事、惠州雷通光電器件有限公司執行董事。肖先生於1985年畢業於大連工學院(後更名為大連理工大學)並取得學士學位及於2008年畢業於清華大學經濟管理學院高級工商管理專業，獲碩士學位。他具有中國工程師資格證書。

Directors and Senior Management

董事及高級管理層



Ms. CAO Qin (曹琴), aged 38, is an executive Director of the Company. Ms. Cao joined the Group in July 2021. From June 2006 to March 2009, she served as the director of the foreign trading department of Wenzhou Feihong Packing Company Limited* (溫州飛虹包裝有限公司); from April 2009 to August 2014, Ms. Cao served as the assistant to the general manager of Manulife-Sinochem Life Insurance Co., Ltd.* (中宏人壽保險有限公司); and since March 2016, Ms. Cao has been serving as the human resources director and the secretary to the chairman of Huizhou NVC Lighting Technology Company Limited* (惠州雷士光電科技有限公司), formerly a wholly-owned subsidiary of the Company and 30% equity interest of which is indirectly owned by the Company as of the date of this annual report. Ms. Cao also held directorships in certain subsidiaries of Brilliant Lights International Holding Pte. Ltd.. As at the date of this annual report, the Company holds 30% equity interest in Brilliant Lights International Holding Pte. Ltd.. On 10 August 2019, the Company entered into a share purchase agreement to dispose of a majority interest in the then China business of the Company to Brilliant Lights Investment Pte. Ltd., which is a wholly-owned subsidiary of Brilliant Lights International Holding Pte. Ltd.. Ms. Cao graduated from the Foreign Language School of Zhejiang University (浙江大學) and obtained a bachelor's degree in English.

曹琴女士，38歲，是本公司的執行董事。曹女士於2021年7月加入本公司。自2006年6月至2009年3月，彼於溫州飛虹包裝有限公司擔任外貿部主管；自2009年4月至2014年8月，曹琴女士於中宏人壽保險有限公司擔任總經理執行助理；以及自2016年3月至今，曹琴女士於惠州雷士光電科技有限公司擔任人事總監、董事長秘書等職位。惠州雷士光電科技有限公司此前為本公司的全資附屬公司。於本年報日期，本公司間接擁有惠州雷士光電科技有限公司的30%股權。曹女士亦在Brilliant Lights International Holding Pte. Ltd.的若干附屬公司中擔任董事職位。於本年報日期，本公司於Brilliant Lights International Holding Pte. Ltd.擁有30%股權。於2019年8月10日，本公司訂立購股協議以將當時本公司中國業務的大部分權益出售予Brilliant Lights Investment Pte. Ltd.，而Brilliant Lights Investment Pte. Ltd.即為Brilliant Lights International Holding Pte. Ltd.的全資附屬公司。曹女士畢業於浙江大學外語學院，並取得英語學士學位。

Directors and Senior Management 董事及高級管理層



Non-executive Directors 非執行董事

Mr. WANG Keven Dun (王頓), aged 29, is a non-executive Director of the Company (Mr. Wang has been re-designated from an executive Director to a non-executive Director on 20 May 2020). Mr. Wang joined the Group in December 2016. He is also a director of certain subsidiaries of the Company. Mr. Wang has been the analyst in Compass Lexecon LLC. from August 2014 to December 2016. Mr. WANG obtained a bachelor's degree in Economics and Molecular and Cell Biology from University of California, Berkeley in 2014. Mr. WANG Keven Dun is the son of Mr. WANG Donglei. Mr. WANG Donglei is an executive Director and the chairman of the Company.

王頓先生，現年29歲，是本公司非執行董事（王先生已於2020年5月20日由執行董事調任為非執行董事）。王先生於2016年12月加入本集團。他同時為本公司若干附屬公司董事。王先生自2014年8月至2016年12月於Compass Lexecon LLC.擔任分析師。王先生於2014年於加州大學伯克利分校取得經濟學和分子與細胞生物學學士學位。王頓先生是王冬雷先生的兒子，而王冬雷先生是本公司的執行董事兼董事長。

Directors and Senior Management

董事及高級管理層



Mr. YE Yong (叶勇), aged 54, is a non-executive Director of the Company. Mr. Ye joined the Company in November 2018. He is a general manager of a subsidiary of the Company. From 1991 to 1994, Mr. Ye served as the department manager of Chongqing Qinwang Company Limited* (重慶秦王有限公司), where he was involved in the foreign trade and management matters; in 1994, he founded and had served as the chairman and general manager of Xiehe Lighting Company Limited* (協和照明有限公司) till 1999. He founded Sichuan NVC Lighting Equipment Operations Co., Ltd.* (四川雷士照明器材運營有限公司) (“Sichuan NVC”) in 1999 and has served as the chairman since then, in charge of sales and management of the Company’s business in Sichuan Province. Mr. Ye graduated from economical management department of Southwest University in 1991 with a college diploma.

Mr. Ye and his spouse hold an aggregate of 281,472,000 shares of the Company, representing 6.66% of the issued shares of the Company as of 31 December 2021.

叶勇先生，現年54歲，是本公司非執行董事。叶先生於2018年11月加入本公司。他是本公司一間附屬公司的總經理。叶先生自1991年至1994年，於重慶秦王有限公司擔任部門經理，從事外貿及管理工作；於1994年，創辦協和照明有限公司，並自1994年至1999年擔任董事長及總經理；於1999年，創辦四川雷士照明器材營運有限公司（「四川雷士」）並擔任董事長，負責本公司於四川省的銷售及管理工作。叶先生於1991年畢業於西南大學經濟管理專業，專科學歷。

叶先生與其配偶合共持有本公司股份281,472,000股，佔本公司於2021年12月31日已發行股份的6.66%。

Directors and Senior Management

董事及高級管理層



Independent Non-executive Directors 獨立非執行董事

Mr. LEE Kong Wai, Conway (李港衛), aged 67, is an independent non-executive Director of the Company. Mr. Lee joined the Company in November 2012. He received a bachelor of arts degree from Kingston University (formerly known as Kingston Polytechnic) in London and further obtained his postgraduate diploma in business from Curtin University of Technology in Australia. Mr. Lee served as a partner of Ernst & Young (“EY”) for over 29 years, until 2009, during which he held key leadership positions in the development of EY in China. Mr. Lee is a member of the Institute of Chartered Accountants in England and Wales, the Institute of Chartered Accountants, Australia and New Zealand, Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Macau Society of Certified Practising Accountants. Mr. Lee currently also serves as an independent non-executive director of the following companies: Chaowei Power Holdings Limited, West China Cement Limited, China Modern Dairy Holdings Ltd., GOME Retail Holdings Limited, Yashili International Holdings Ltd., GCL New Energy Holdings Limited, WH Group Limited (the shares of all these companies are listed on the main board of the Stock Exchange) and Guotai Junan Securities Co., Ltd. (the shares of which are listed on the main board of the Stock Exchange and the Shanghai Stock Exchange). He previously acted as an independent non-executive director of CITIC Securities Company Limited (the shares of which are listed on main board of the Stock Exchange and the Shanghai Stock Exchange) from November 2011 to May 2016, Tibet Water Resources Ltd (the shares of which are listed on the main board of the Stock Exchange) from March 2011 to February 2020 and China Rundong Auto Group Limited (the shares of which are listed on main board of the Stock Exchange) from July 2014 to December 2020, respectively. Mr. Lee was a member of the Chinese People’s Political Consultative Conference of Hunan Province (中國湖南省政協委員) in China from 2008 to 2017.

李港衛先生，現年67歲，是本公司獨立非執行董事。李先生於2012年11月加入本公司。他於倫敦金斯頓大學（前身為金斯頓理工學院）獲得文學學士學位，隨後於澳大利亞科廷理工大學獲得商學深造文憑。李先生直至2009年止曾任安永會計師事務所（「安永」）合夥人逾29年，為安永發展中國業務擔當主要領導角色。李先生是英格蘭及威爾斯特許會計師公會、澳大利亞及新西蘭特許會計師公會、英國特許會計師公會、香港會計師公會及澳門會計師公會會員。李先生現為超威動力控股有限公司、中國西部水泥有限公司、中國現代牧業控股有限公司、國美零售控股有限公司、雅士利國際控股有限公司、協鑫新能源控股有限公司、萬洲國際有限公司（上述公司之股份均在聯交所主板上市）和國泰君安證券股份有限公司（一間股份於聯交所主板及上海證券交易所上市之公司）之獨立非執行董事。他曾分別於2011年11月至2016年5月期間、於2011年3月至2020年2月期間及於2014年7月至2020年12月期間擔任中信證券股份有限公司（一間股份於聯交所主板及上海證券交易所上市之公司）、西藏水資源有限公司（一間股份於聯交所主板上市之公司）和中國潤東汽車集團有限公司（一間股份於聯交所主板上市之公司）之獨立非執行董事。李先生於2008年至2017年期間曾任中國政協湖南省委員會委員。

Directors and Senior Management

董事及高級管理層



Mr. WANG Xuexian (王學先), aged 58, is an independent non-executive Director of the Company. Mr. Wang joined the Company in May 2014. Mr. Wang graduated from Renmin University of China with a Master's degree in Civil Laws in January 1990. He is a lawyer in China, and his qualification for serving as an independent director has been approved by the Shanghai Stock Exchange. From January 1990 to the present, he has worked as an assistant professor and lecturer in Dalian University of Technology. He currently serves as a deputy professor of Dalian University of Technology, a lawyer of Heng Xin Law Office* (遼寧恒信律師事務所) in Liaoning. Mr. Wang has extensive experience in law studies, teaching and the work of lawyers, once served as an independent director of several listed or unlisted companies in the Mainland China, and has in-depth knowledge and understanding on domestic and overseas laws, corporate management and corporate governance. Mr. Wang acted as an independent director of ETIC from April 2014 to October 2018.

王學先先生，現年58歲，是本公司獨立非執行董事。王先生於2014年5月加入本公司。王先生於1990年1月畢業於中國人民大學，並獲得民法學碩士學位。他具有中國律師資格，並已取得上海證券交易所獨立董事資格。王先生自1990年1月至今在大連理工大學工作，歷任助教、講師。目前，王先生擔任大連理工大學副教授、遼寧恒信律師事務所律師。王先生具有長期的法律研究、教學及律師工作經驗，也曾擔任數家中國大陸上市及非上市公司獨立董事，對境內外法律、企業管理、公司治理等具有深刻的認識和理解。王先生曾於2014年4月至2018年10月期間擔任德豪潤達的獨立董事。

Directors and Senior Management 董事及高級管理層



Mr. CHEN Hong (陳弘), aged 56, is an independent non-executive Director of the Company. He joined the Company in December 2021. He served as an engineer of Guangzhou Wenchong Shipyard Co., Ltd. * (廣州文沖船廠有限責任公司) from September 1986 to January 1991. From July 2002 to July 2020, Mr. Chen served as a lawyer of Guangdong Yinghui Law Firm* (廣東盈輝律師事務所). Since August 2020, he has been serving as a lawyer of Guangdong Jiegao Law Firm* (廣東捷高律師事務所). Mr. Chen graduated from Dalian Institute of Technology* (大連工學院) (currently known as Dalian University of Technology* (大連理工大學)) and obtained a bachelor's degree in ship engineering in July 1986. He also obtained the legal professional qualification certificate from the Ministry of Justice of the People's Republic of China in September 2002.

陳弘先生，56歲，是本公司獨立非執行董事。彼於2021年12月加入本公司。自1986年9月至1991年1月，彼在廣州文沖船廠有限責任公司擔任工程師。陳先生自2002年7月至2020年7月，在廣東盈輝律師事務所擔任律師；自2020年8月起，在廣東捷高律師事務所擔任律師。陳先生於1986年7月畢業於大連工學院（現稱：大連理工大學），取得船舶工程專業學士學位。彼亦於2002年9月獲中華人民共和國司法部授予法律職業資格。

Directors and Senior Management

董事及高級管理層



Senior Management

高級管理層

Mr. WANG Donglei (王冬雷), aged 58, is an executive Director, the chairman and the chief technology officer of the Company. His biographical details are set out above under the paragraph headed “Executive Directors”.

王冬雷先生，現年58歲，是本公司執行董事、董事長及首席技術官。他的個人簡介已在上文「執行董事」一段中述明。



Ms. CHAN Kim Yung, Eva (陳劍瑢), aged 54, is the chief executive officer, vice chairman and the vice-president in charge of the mature channel of the overseas sales of the Company. Her biographical details are set out above under the paragraph headed “Executive Directors”.

陳劍瑢女士，現年54歲，是本公司的首席執行官、副董事長及負責海外銷售成熟渠道的副總裁。她的個人簡介已在上文「執行董事」一段中述明。



Mr. XIAO Yu (肖宇), aged 62, is the vice-president in charge of the manufacturing of the Company. His biographical details are set out above under the paragraph headed “Executive Directors”.

肖宇先生，現年62歲，是本公司負責生產製造的副總裁。他的個人簡介已在上文「執行董事」一段中述明。

Directors and Senior Management 董事及高級管理層



Ms. CAO Qin (曹琴), aged 38, is in charge of human resources of the Company. Her biographical details are set out above under the paragraph headed “Executive Directors”.

曹琴女士，現年38歲，是本公司負責人事總裁。她的個人簡介已在上文「執行董事」一段中述明。



Mr. NG Hon Lun (伍曠倫), aged 41, is the chief financial officer of the Company. Mr. Ng joined the Group in 2020 as chief financial advisor of the Company and was appointed as the chief financial officer of the Company with effect from 5 January 2021. Mr. Ng has more than 19 years of experience in finance and accounting. Prior to joining the Company, Mr. Ng possessed professional accounting and auditing experience with RSM Hong Kong as deputy audit manager. After that, he acted as financial controller in TCL Communication Technology Holdings Limited, a company whose shares were previously listed on the Hong Kong Stock Exchange and were delisted in the year 2016 (stock code: 2618), vice president and chief financial officer in Unisplendour Technology (Holdings) Limited (now known as Sino ICT Holdings Limited), a company whose shares are listed on the Hong Kong Stock Exchange (stock code: 365); and deputy general manager and financial controller in Shenzhen Infinova Limited, a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 2528), respectively. Mr. Ng graduated from the Hong Kong University of Science and Technology with a bachelor's degree in accounting obtained in 2002. He is a fellow member of the Association of Chartered Certified Accountants.

伍曠倫先生，現年41歲，是公司的首席財務官。伍先生於2020年加入本集團，任職公司的首席財務顧問，於2021年1月5日獲委任為首席財務官。伍先生於財務及會計方面擁有逾19年經驗。在加入本公司之前，伍先生在羅申美會計師事務所擔任審計副經理，具備專業的會計和審計經驗。其後他曾先後在TCL通訊科技控股有限公司（其股份曾於香港交易所上市（股份代號：2618）並於2016年除牌）擔任財務總監、紫光科技（控股）有限公司（現稱芯成科技控股有限公司）（其股份於香港交易所上市（股份代號：365））擔任副總裁及首席財務官，以及在深圳英飛拓科技股份有限公司（其股份於深圳交易所上市（股份代號：2528））擔任副總經理及財務總監。伍先生於2002年香港科技大學會計學本科畢業。他現為特許公認會計師公會的資深會員。

Directors and Senior Management

董事及高級管理層



Ms. XIE Dongmei (謝冬梅), Aged 48, is the general manager of Elec-Tech (Solid State Lighting (HK) Ltd. (“HKSSL”), a subsidiary of the Company, mainly in charge of the overall operation of all HKSSL business units and the manufacturing center of Group. Ms. Xie joined the Group in November of 2018. She has many years of experience in oversea market development, international business negotiation and operations management. She served Elec-Tech International Co., Ltd.* (安徽德豪潤達電氣股份有限公司) (“ETIC”), a substantial shareholder of the Company, as sales manager and sales director etc. between 2003 and 2011. From 2012 to 2018, she served HKSSL as assistant general manager and executive deputy general manager. In addition, Ms. Xie has been appointed as a director of NVC Lighting Japan K.K., a subsidiary of the Company effective from December 2019. Ms. Xie graduated from Economics Department of Sun Yat-Sen University where she obtained Bachelor’s degree in Economics in 1995. She is also a certified Intermediate Economist and International Business Engineer.

謝冬梅女士，現年48歲，是本公司之附屬公司怡達(香港)光電科技有限公司(「香港怡達」)怡達事業部總經理，主要負責怡達業務群及本集團製造中心的全面運營管理。謝女士於2018年11月加入本集團。她具有多年電子電器行業海外市場拓展，國際商務談判及企業運營管理經驗，她於2003年至2011年在安徽德豪潤達電氣股份有限公司(「德豪潤達」，本公司之主要股東)，歷任銷售經理，銷售總監等職務。自2012年至2018擔任香港怡達副總經理，常務總經理。並於2019年12月起擔任本公司之附屬公司NVC Lighting Japan株式會社董事。謝女士1995年畢業於中山大學經濟學系，並獲經濟學學士學位。謝女士具有中級金融經濟師，國際商務師資格證書。



Ms. FAN Qianwen (范倩雯), aged 48, is the sales vice deputy general manager of Elec-Tech (Solid State Lighting (HK) Ltd. (“HKSSL”), a subsidiary of the Company, in charge of sales management and business development. Ms. Fan joined the Group in July, 2012, has years of experience in oversea market development and new business management. She served ETIC, a substantial shareholder of the Company, as sales manager and sales vice-director etc. between 1998 and 2012. Ms. Fan graduated from Master’s degree in International Marketing of Macquarie University in 2014.

范倩雯女士，現年48歲，是本公司附屬公司香港怡達的銷售副總經理，負責怡達事業部的銷售管理及業務拓展。范女士於2012年7月加入本集團，具備多年的海外市場拓展及新業務管理工作的經驗。她於1998年至2012年在德豪潤達(本公司之主要股東)，歷任銷售經理，銷售副總監等職務。范女士於2014年畢業於麥考瑞大學，獲得國際市場營銷碩士學位。

Directors and Senior Management 董事及高級管理層



Mr. Gary Van WINKLE, aged 64, is the sales vice-president of ETI Solid State. Lighting Inc., a subsidiary of the Company, in charge of sales management and business development. Mr. Winkle joined the Group in June 2011, has years of experience in oversea market development and new business management. He joined Hunter Fan Company from 1986 to 2000 as salesperson and manufacturer representative. He joined Carlon from 2000 to 2011 as National Sale Manager. He graduated from Bachelor of Economic of St. Cloud State University.

Gary Van WINKLE先生，64歲，為本公司附屬公司ETI Solid State. Lighting Inc.的銷售副總裁，負責銷售管理及業務發展。Winkle先生於2011年6月加入本集團，在海外市場開拓及新業務管理方面擁有多年經驗。彼於1986年至2000年加入Hunter Fan Company，擔任銷售員及製造商代表。彼於2000年至2011年加入Carlon，擔任全國銷售經理。彼畢業於聖克勞德州立大學，獲得經濟學學士學位。



Mr. Akira MORITSUNE (森恒章), aged 60, is the Executive Director of NVC Lighting Japan Co., Ltd. ("NVCJP"), in charge of the overall operation of all NVCJP business unit since his appointment by the Group on 5 July 2021. After Mr. Moritsune graduated from Yokohama National University with a degree in economics, he joined for Toshiba group company which is one of Japan's leading international companies. He has led the group for many years as head of sales for the lighting businesses which include housing, public facilities building, lamps and equipment at Toshiba Lighting & Technology Corporation.

森恒章先生，60歲，是NVC Lighting Japan Co., Ltd. (「NVCJP」)的執行董事，自2021年7月5日被本集團任命以來，負責NVCJP業務單元的整體運營。森先生畢業於橫濱國立大學，獲得經濟學學位後，他加入了東芝集團公司（日本領先的國際公司之一）。他曾在東芝照明技術公司擔任照明業務的銷售主管多年，該業務包括住宅、公共設施建築、燈具和設備。

Directors and Senior Management

董事及高級管理層



Mr. Li Jin, aged 54, is the Senior Vice President of the Company, joined the Group in 2021. Mr. Li has rich experience in the integration of R&D, production and marketing. From 1998 to 2019, Mr. Li served as Engineer, Director of Air-conditioning Research Institute, General Manager of Air-conditioning Company of Sichuan Changhong Electric Co. Ltd., Vice General Manager of Sichuan Changhong Electric Co. Ltd., General Manager of Sichuan Changhong Electronics Holding and Vice Chairman of Sichuan Changhong Electric Co., Ltd. Mr. Li founded Shenzhen Ai-box Educational Technology Co. Ltd. in 2019, and served as the chairman until 2021. Mr. Li graduated from Tsinghua University with a doctor's degree in engineering in 1998. He is also a certified Senior Engineer, and granted a Special Allowance from the State Council.

李進先生，現年54歲，是本公司高級副總裁，於2021年加入本集團，李先生擁有豐富的研、產、銷一體化經驗；李先生自1998年至2019年，於四川長虹電子控股集團有限公司，歷任工程師、空調研究所所長、空調公司總經理，股份公司副總經理，集團總經理兼副董事長；於2019年創立艾伯克茲教育技術(深圳)有限公司，及擔任董事長一職至2021年。李先生畢業於清華大學，於1998年獲工學博士學位。李先生具有高級工程師證書，並是國務院特殊津貼獲得者。



Mr. ZHANG Li, aged 52, is the General Manager of Environment Science R&D Center and the General Manager of IAQ Business (Zhuhai) of the Company, joined the group in 2020. Mr. Zhang has rich experience in R&D. From 1992 to 2013, Mr. Zhang served as the Senior Designer and R&D manager of the Zhuhai Gree Electric Appliance Co., Ltd.; from 2013 to 2016, he worked at Midea Group Co., Ltd., where he was the Distinguished Expert and Innovation R&D Director of the Central Research Institute; from 2016 to 2018, he worked at Shenzhen KONKA Smart Co., Ltd., where he served as Assistant President and General Manager of R&D and Design; from 2018 to 2019, he served as chief technology officer and Vice President of Zhejiang SAKACO Electric Appliance Co., Ltd; from 2019 to 2020, he served as Deputy General Manager of Kitchen Electricity BU and Group Technical Director of Guangdong Vanward New Electric Co., Ltd. Mr. Zhang graduated from Northwestern Polytechnical University with a bachelor's degree in engineering in 1992, and an EMBA from IPAG Business School in 2020. He is also a certified Senior Engineer.

張力先生，現年52歲，是本公司環境科技研發中心總經理兼IAQ業務(珠海)總經理，於2020年加入本集團，張先生擁有豐富的研發經驗。張先生自1992年至2013年，於珠海格力電器股份有限公司歷任高級設計師、研發經理；自2013年至2016年，於美的集團股份有限公司中央研究院歷任特聘專家、創新研發總監；自2016年至2018年，於深圳康佳智能電器有限公司擔任總裁助理兼任研發設計總經理；自2018年至2019年，於浙江板川電器有限公司擔任首席技術官兼任副總裁；自2019年至2020年，於廣東萬和新電氣股份有限公司擔任廚電事業部副總經理兼任集團技術總監。張先生於1992年畢業於西北工業大學，獲工學學士學位，及於2020年取得法國IPAG高等商學院EMBA學位。張先生具有高級工程師資格證書。

Directors and Senior Management 董事及高級管理層



Company Secretary 公司秘書

Ms. TEH Lai Ching (鄭麗晶), aged 50, is the company secretary of the Company. Ms. Teh is a director of KCAT Company Secretarial Limited (TCSP Licence No.: TC006895), a professional service provider specializing in company secretarial services. She has over 20 years of experience in company secretarial practice with main board listed companies and an international professional law firm. Ms. Teh gained extensive knowledge and experience in corporate governance and regulatory compliances. Other than the Company, Ms. Teh is currently also a named company secretary to another listed company of which the shares are listed on the main board of the Stock Exchange.

Ms. Teh is a Chartered Secretary and Chartered Governance Professional. She is an Associate of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute of the UK & Ireland. Ms. Teh holds a MBA degree from the University of Strathclyde in Glasgow, Scotland and a Bachelor of Laws degree from the University of London, United Kingdom.

鄭麗晶女士，現年50歲，是本公司的公司秘書。鄭女士為吉利達公司秘書有限公司（信託或公司服務提供者牌照編號：TC006895）之董事，而吉利達公司秘書有限公司為一間專門提供公司秘書服務的專業服務公司。彼於多間主板上市公司及一間國際律師事務所擁有逾20年公司秘書實務經驗。鄭女士於企業管治及監管合規事宜方面擁有深厚知識及豐富經驗。除本公司外，鄭女士目前還是另一家上市公司的指定公司秘書，該公司的股份在聯交所主板上市。

鄭女士為一名特許秘書及Chartered Governance Professional。彼為香港公司治理公會（前稱為香港特許秘書公會）及英國及愛爾蘭特許公司治理公會的會士。鄭女士持有蘇格蘭格拉斯哥斯特拉斯克萊德大學工商管理碩士學位，及英國倫敦大學法學學士學位。

Report of Directors

董事會報告

The Board presents this report together with the audited financial statements for the year ended 31 December 2021 (“Financial Statements”).

Principal Activities

The Company was redomiciled from the British Virgin Islands to the Cayman Islands on 30 March 2010 and incorporated as an exempted company with limited liability. The Group’s operations are conducted mainly through the direct and indirect subsidiaries of the Company. The Group is principally engaged in the design, development, production, marketing and sale of a variety of lighting products, and gradually extend to non-lighting business areas. During the Reporting Period, there is no significant change in the Group’s principal activities. The financial performance of the principal activities of the Group during the Reporting Period is set out in the consolidated statement of profit or loss of the consolidated financial statements on pages 169 to 170.

Subsidiaries and Associates

Particulars of the Company’s principal subsidiaries as at 31 December 2021 are set out in note 40 to the consolidated financial statements. Particulars of the Group’s interests in associates are set out in note 24 to the consolidated financial statements.

Results and Dividends

The Group’s profit for the Reporting Period and the state of affairs of the Group as at 31 December 2021 are set out in the consolidated financial statements on pages 171 to 352 of this annual report.

The Board has proposed not to declare final dividend for the year ended 31 December 2021.

Annual General Meeting

The annual general meeting (“Annual General Meeting”) of the Company is scheduled to be held on 17 June 2022. A notice convening the Annual General Meeting will be published and dispatched to the Shareholders in due course.

董事會呈報本報告連同本集團截至2021年12月31日止年度經審核財務報表（「財務報表」）。

主營業務

本公司於2010年3月30日從英屬維爾京群島遷至開曼群島註冊成立為獲豁免有限責任公司。本集團的經營主要通過本公司的直接及間接附屬公司進行。本集團的主要業務是設計、開發、生產、推廣和銷售各種各樣的照明產品，並逐步向非照明業務領域延伸。報告年度內，本集團的主營業務沒有重大變化。本集團於報告年度主營業務的財務業績，載於綜合財務報表第169頁至第170頁的綜合損益表。

附屬公司及聯營公司

截至2021年12月31日，本公司主要附屬公司的詳細情況載於綜合財務報表附註40。本集團於聯營公司的權益之詳情載於綜合財務報表附註24。

業績及股息

本集團於報告年度的利潤以及本集團截至2021年12月31日的業務狀況載於本年報第171頁至第352頁的綜合財務報表。

董事會已建議不派發截至2021年12月31日止年度之末期股息。

股東周年大會

本公司之股東周年大會（「股東周年大會」）謹訂於2022年6月17日舉行。召開股東周年大會之通告將於適當時候刊發及寄發予股東。

Report of Directors

董事會報告

Closure of Register of Members

The register of members of the Company will be closed from Tuesday, 14 June 2022 to Friday, 17 June 2022 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, 13 June 2022.

Business Review

The discussion for the business review of the Reporting Period of the Group as well as the major risks and uncertainty factors facing the Group are set forth in the "Management Discussion and Analysis" on pages 13 to 34 of this annual report. The future business development of the Group is set forth in the "Chairman's Statement" on pages 7 to 12 of this annual report. The critical indices adopted in the financial statements for the analysis of the performance of the Group during the Reporting Period are set forth in the "Management Discussion and Analysis" on pages 13 to 34 of this annual report.

Compliance with Laws and Regulations

The Group has complied with relevant laws and regulations affecting the operation of the Group significantly.

Relationship with Stakeholders

The Group acknowledges that our employees, clients and business cooperative partners are the key to our sustainable development. The Group is committed to the establishment of close relationship with our employees and the provision of industrialised, chain-based and one-stop solutions to our clients, and continues to strengthen the cooperation with our business cooperative partners so as to attain the win-win outcome for various parties and push ahead with the healthy and rapid development of the lighting industry.

暫停辦理股票過戶登記手續

本公司將於2022年6月14日(星期二)至2022年6月17日(星期五)(包括首尾兩天)期間暫停辦理過戶登記手續。股東如欲符合資格出席股東周年大會並於會上投票,所有股份過戶文件連同有關股票必須於2022年6月13日(星期一)下午四時三十分之前送達本公司的香港股份過戶登記分處香港中央證券登記有限公司辦理登記手續,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

業務回顧

本集團報告年度內之業務回顧以及本集團面對的主要風險及不確定性因素之討論載於本年報第13頁至第34頁之「管理層討論與分析」。有關本集團未來業務發展載於本年報第7頁至第12頁之「主席報告」。採用財務表現關鍵指標對本集團報告年度內表現之分析載於本年報第13頁至第34頁之「管理層討論與分析」。

遵守法律法規

本集團已遵守對本集團營運構成重大影響的相關法律和法規。

與持份者的關係

本集團確認我們的僱員、客戶及業務夥伴是我們可持續發展的關鍵。本集團致力與僱員建立密切關係、為客戶提供產業化、鏈條化及一站式的解決方案,並持續加強與我們的業務夥伴合作,以達到多方共贏,推動照明產業健康、快速的向前發展。

Report of Directors

董事會報告

Environmental Protection and Social Responsibility

The Group is committed to the support for the sustainable environmental protection. As the well-known supplier for lighting products in the industry, the Group shall comply with various environmental protection laws and regulations formulated by the relevant international and local government departments. The Group is the advocate pioneer for green lighting and committed to the promotion of "Lighting Environment": to beautify the commercial and living space with artificial lighting, protect the healthy living environment for mankind with energy-saving lighting for environmental protection, and support the energy-saving environmental protection business for the whole world with action taken. The Group will go further to continue to carry out the enterprise social responsibilities as a means of feedback to our society.

Equity-Linked Agreement

Save as disclosed in the "Restricted Share Unit Scheme" section in this annual report, the Group neither entered into nor had any equity-linked agreement during the Reporting Period.

Permitted Indemnity Provision

According to the Company's Articles of Association, each Director is entitled to the compensation out of the assets and profits of the Company for all actions, costs, charges, losses, damages, expenses or liabilities incurred due to the execution of his/her duties or taken place related to such execution. The Company has taken out the appropriate Directors' and officers' liability insurance policy for the Directors and officers of the Group as a means of security.

環境保護及社會責任

本集團致力支持環境可持續性。作為行業內知名的照明產品供應商，本集團須遵守有關國際及當地政府部門制定的各項環保法律和法規。本集團是綠色照明的宣導者，致力宣導「光環境」：以人工照明美化商業及人居空間，以環保型節能照明保護人類健康生存環境，以行動支持世界的節能環保事業。本集團將再接再厲，繼續努力實踐企業社會責任，回饋社會。

股票掛鈎協議

除本年報「受限制股份單位計劃」一節所披露者外，在報告年度內，本集團並無訂立或存在任何股票掛鈎協議。

獲准許的彌償條文

根據本公司之組織章程，每位董事有權就其任期內，或因執行其職務而可能遭致或發生與此相關之一切訴訟、費用、收費、損失、損害、開支或責任從本公司資產及利潤中獲得賠償。本公司已為本集團董事及高級職員購買適當的董事及高級職員責任保險作為保障。

Report of Directors

董事會報告

Financial Highlights

A summary of the audited results and of the assets and liabilities of the Group for the last five reporting periods is set out on pages 5 to 6 of this annual report.

Bank Loans and Other Borrowings

Details of bank loans and other borrowings are set out in note 35 to the consolidated financial statements on pages 305 to 306 of this annual report.

Save as disclosed in this annual report, the Group did not grant any loans to any entities, nor did it offer any financial assistance to its associates or make any guarantee for the facilities granted to its associates.

Property, Plant and Equipment

Details of movements in the property, plant and equipment for the Reporting Period are set out in note 18 to the consolidated financial statements on pages 275 to 276 of this annual report.

Share Capital

Details of movements in the share capital for the Reporting Period are set out in note 38 to the consolidated financial statements on page 309 of this annual report.

Reserves

Details of movements in the reserves of the Company and the Group for the Reporting Period are set out in note 48 to the consolidated financial statements on pages 351 to 352 and the consolidated statement of changes in equity on pages 173 to 174 of this annual report.

Distributable Reserves

As at 31 December 2021, the Company's reserves available for distribution amounted to RMB2,545,732,000.

Public Float

As of the date of this annual report, based on the information publicly available to the Company and to the best knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules for the Reporting Period and at any time prior to the date of this annual report.

財務概要

本集團過去五個報告年度的經審計的業績和資產及負債之概要，載於本年報第5頁至第6頁。

銀行貸款及其他借款

有關銀行貸款及其他借款的詳情，載於本年報第305頁至第306頁綜合財務報表附註35。

除本年報所披露者外，本集團沒有給予某實體的貸款，也沒有提供予聯屬公司的財務資助或為聯屬公司融資所作出的擔保。

物業、廠房及設備

於報告年度內，物業、廠房及設備的變動詳情，載於本年報第275頁至第276頁綜合財務報表附註18。

股本

於報告年度內的股本變動詳情，載於本年報第309頁綜合財務報表附註38。

儲備

於報告年度內，本公司及本集團的儲備變動詳情，載於本年報第351頁至第352頁綜合財務報表附註48和第173頁至第174頁綜合權益變動表。

可供分派之儲備

於2021年12月31日，本公司的可供分派之儲備為人民幣2,545,732千元。

公眾持股量

截至本年報日期，根據本公司可公開取得之資料及就本公司董事會所知悉，本公司在報告年度內，及截至本年報日期前任何時間保持《上市規則》所指定之公眾持股量。

Report of Directors

董事會報告

Important Events after the Reporting Period

In January 2022, the Group paid RMB210,000,000 for subscription of additional shares issued by BLIHP in order to maintain its 30% equity interest in BLIHP.

In January 2022, the Group drew down a bank borrowing amounting to RMB240,000,000 which is secured, interest bearing at 3.6% per annum and repayable in year 2023.

Save as disclosed above, no other important events affecting the Company occurred since 31 December 2021 and up to the date of this report.

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Company's Articles of Association or applicable laws of the Cayman Islands where the Company was incorporated.

Tax Allowances

The Company is not aware of any particular tax allowances granted to the Company's Shareholders due to their interests in its securities.

Directors

The Directors during the Reporting Period and up to the date of this annual report are as follows:

Executive Directors

| | |
|--------------------|--|
| WANG Donglei | appointed as a non-executive Director on 11 January 2013, re-designated as an executive Director on 2 February 2015, resigned as the chief executive officer on 22 February 2019, re-designated as a non-executive Director on 20 May 2020, re-designated again as an executive Director on 17 July 2020 and appointed as the chief technology officer on 19 July 2021 |
| CHAN Kim Yung, Eva | appointed as an executive Director and vice chairman of the Company on 25 November 2018 and appointed as the chief executive officer on 22 February 2019 |
| XIAO Yu | appointed as a non-executive Director on 29 May 2014 and re-designated as an executive Director on 8 August 2014 |
| CAO Qin | appointed on 19 July 2021 |
| WANG Dongming | appointed as an executive Director on 21 June 2013, re-designated as a non-executive Director on 20 May 2020, re-designated as executive Director on 1 May 2021 and retired at the Company's annual general meeting on 11 June 2021 |

報告年度後重大事項

於2022年1月，本集團支付人民幣210,000千元認購BLIHP額外發行的股份，以維持其在BLIHP的30%股權。

於2022年1月，本集團提取銀行借款人民幣240,000千元，有關借款有抵押、按年利率3.6%計息並須於2023年償還。

除上文所披露者外，自2021年12月31日起至本報告日期，概無發生其他影響本公司的重大事項。

優先購買權

本公司組織章程或其註冊成立所在地開曼群島之適用法律並無載列有關優先購買權的條文。

稅項減免

本公司並不知悉本公司股東因持有本公司證券而可獲得任何稅項減免。

董事

於報告年度內及截至本年報日期，董事名單如下：

執行董事

| | |
|-----|--|
| 王冬雷 | 於2013年1月11日獲委任為非執行董事，於2015年2月2日調任為執行董事，並於2019年2月22日辭任首席執行官，於2020年5月20日被調任為非執行董事，於2020年7月17日被重新調任為執行董事及於2021年7月19日獲委任為首席技術官 |
| 陳劍瑢 | 於2018年11月25日獲委任為本公司執行董事及副董事長，並於2019年2月22日獲委任為首席執行官 |
| 肖宇 | 於2014年5月29日獲委任非執行董事，並於2014年8月8日調任為執行董事 |
| 曹琴 | 於2021年7月19日獲委任 |
| 王冬明 | 於2013年6月21日獲委任為執行董事，於2020年5月20日調任為非執行董事，於2021年5月1日調任為執行董事並於2021年6月11日的本公司股東周年大會上退任 |

Report of Directors

董事會報告

Non-executive Directors

WANG Keven Dun appointed as an executive Director on 12 December 2016 and re-designated as a non-executive Director on 20 May 2020

YE Yong appointed as a non-executive Director on 25 November 2018

Independent Non-executive Directors

LEE Kong Wai, Conway appointed on 28 November 2012

WANG Xuexian appointed on 29 May 2014

CHEN Hong appointed on 1 December 2021

JIA Hongbo appointed on 17 July 2020 and resigned on 17 September 2021

Directors' and Senior Management's Biographies

Directors' and senior management's biographies are set out in the section headed "Directors and Senior Management" on pages 35 to 49 of this annual report.

Directors' Service Contracts

None of the Directors who is proposed for re-election at the forthcoming Annual General Meeting has a service contract with us that is not determinable by the Company or any of its subsidiaries within one year without payment of compensation (other than statutory compensation).

The relevant information on Directors' service contracts is set out in the section headed "Appointment and Re-election of Directors" in the "Corporate Governance Report" on pages 75 to 97 of this annual report.

非執行董事

王頓 於2016年12月12日獲委任為執行董事，並於2020年5月20日調任為非執行董事

叶勇 於2018年11月25日獲委任非執行董事

獨立非執行董事

李港衛 於2012年11月28日獲委任

王學先 於2014年5月29日獲委任

陳弘 於2021年12月1日獲委任

賈紅波 於2020年7月17日獲委任並於2021年9月17日辭任

董事及高級管理層履歷

董事及高級管理層履歷載於本年報第35頁至第49頁的「董事及高級管理層」一節。

董事服務合同

擬在即將舉行的股東周年大會上重選的董事概不存在與本公司或任何附屬公司簽訂不可在一年內不予賠償(法定賠償除外)的情況下終止的服務合約。

董事服務合同相關資訊載於本年報第75頁至第97頁的「企業管治報告」中的「董事的委任及重選」一節。

Report of Directors

董事會報告

Directors' Interests in Transactions, Arrangements or Contracts of Significance

Save for certain continuing connected transactions as disclosed in the section headed "Continuing Connected Transactions" in this report, no Director nor an entity connected with a Director had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party during or subsisted at the end of the Reporting Period or at any time during the Reporting Period.

Confirmation of Independence from the Independent Non-Executive Directors

The Company has received from each of the independent non-executive Directors, namely Mr. LEE Kong Wai, Conway, Mr. WANG Xuexian and Mr. CHEN Hong, the annual confirmation letter of their respective independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that the independent non-executive Directors were independent from their respective date of appointment to 31 December 2021 and remain independent as of the date of this annual report.

Arrangement to Acquire Shares or Debentures

Save as disclosed in the "Restricted Share Unit Scheme" section in this annual report, at no time during the Reporting Period or at the end of the Reporting Period was the Company, its subsidiaries, its holding company or the subsidiaries of its holding company, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事於重大交易、安排及合同之權益

除本報告標題為「持續關連交易」一節披露的若干持續關連交易外，於報告年度或報告年度任何時間，概無董事或與董事有關連之實體於本公司之控股公司或其任何附屬公司或同系附屬公司所參與訂立，且對本集團之業務有重大意義之任何交易、安排或合同中直接或間接擁有重大權益。

獨立非執行董事確認其獨立性

本公司已接獲各獨立非執行董事(李港衛先生、王學先先生及陳弘先生)根據《上市規則》第3.13條各自發出之年度獨立性確認函。本公司認為，各獨立非執行董事從各自委任日期起至2021年12月31日期間一直屬獨立人士，截至本年報日期仍然如此。

收購股份或債權證的安排

除本年報「受限制股份單位計劃」一節所披露者外，在報告年度內任何時間或報告年度末，本公司、其附屬公司、其控股公司或控股公司的附屬公司，並無參與訂立任何安排，致使董事可藉收購本公司或任何其他法人團體的股份或債權證來獲取利益。

Report of Directors

董事會報告

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares or Debentures

As at 31 December 2021, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or recorded in the register required to be maintained pursuant to Section 352 of Part XV of the SFO, or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the provisions of the Model Code were as follows:

董事及最高行政人員於股份、相關股份或債權證中擁有的權益及淡倉

於2021年12月31日，本公司董事及最高行政人員於本公司及其相聯法團（定義見《證券及期貨條例》第XV部份）的股份、相關股份及債權證中擁有根據《證券及期貨條例》第XV部份第7及8部份須知會本公司及聯交所（包括根據《證券及期貨條例》規定，彼等當作或視為擁有之權益或淡倉）或根據《證券及期貨條例》第XV部份第352條規定須予存置之登記冊或根據標準守則須另行知會本公司及聯交所之權益及淡倉如下：

| Name of Director | Nature of interests | Class of Shares | Number of Shares or underlying Shares | Approximate percentage of the total issued Shares (Note 1) 佔已發行股份總數的概約百分比 (附註1) |
|------------------|----------------------------|------------------------|---------------------------------------|--|
| 董事姓名 | 權益性質 | 股份類別 | 股份或相關股份數目 | |
| YE Yong 叶勇 | Beneficial owner 實益擁有人 | Ordinary Shares 普通股 | 274,039,000 (L) | 6.48% |
| | Spouse's interest 配偶的權益 | Ordinary Shares 普通股 | 7,433,000 (L) (Note 2) (附註2) | 0.18% |

Notes:

附註：

- The approximate percentage of the total issued Shares is calculated with reference to the Company's number of Shares in issue as at 31 December 2021, i.e. 4,227,280,649 Shares.
 - As these Shares are held by Ms. GAO Xia, the spouse of Mr. YE Yong, Mr. YE Yong is deemed to be interested in these Shares.
 - (L) represents long position.
- 佔已發行股份總數的概約百分比乃參照本公司於2021年12月31日之已發行股份數目（即4,227,280,649股股份）計算。
 - 由於該等股份由叶勇先生的配偶高霞女士持有，因此叶勇先生被視為於該等股份中擁有權益。
 - (L)代表好倉。

Report of Directors

董事會報告

Saved as disclosed above, as at 31 December 2021, none of the Directors or chief executives of the Company have or are deemed to have interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were notifiable to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or recorded in the register required to be maintained by the Company pursuant to Section 352 of the SFO, or which were notifiable to the Company and the Stock Exchange pursuant to the provisions of the Model Code.

Interests and Short Positions of Substantial Shareholders in the Shares and Underlying Shares

As at 31 December 2021, to the best knowledge of the Directors and chief executives of the Company, the following persons (other than Directors or chief executives of the Company) had 5% or more interests or short positions in the issued Shares and underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

除上文所披露者外，於2021年12月31日，本公司董事或最高行政人員並無於本公司或其相聯法團（定義見《證券及期貨條例》第XV部份）之股份、相關股份或債權證中擁有或被視為擁有任何根據《證券及期貨條例》第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據《證券及期貨條例》彼等被當作或被視為持有的權益及淡倉）或須記入根據《證券及期貨條例》第352條規定本公司存置之記錄冊或根據標準守則須知會本公司及聯交所之權益或淡倉。

主要股東所持股份及相關股份的權益及淡倉

於2021年12月31日，就本公司董事及最高行政人員所知，根據《證券及期貨條例》第336條須存置之登記名冊顯示，下列人士（非本公司董事或最高行政人員）於已發行股份及相關股份中擁有5%或以上的權益或淡倉：

| Name of Shareholder | Nature of interests | Class of Shares | Number of Shares or underlying Shares | Approximate percentage of the total issued Shares (Note 1) 佔已發行股份總數的概約百分比 (附註1) |
|--|--|------------------------|---------------------------------------|--|
| 股東名稱 | 權益性質 | 股份類別 | 股份或相關股份數目 | |
| Elec-Tech International (H.K.) Company Limited 德豪潤達國際(香港)有限公司 | Beneficial owner 實益擁有人 | Ordinary Shares 普通股 | 740,346,000 (L) | 17.51% |
| ETIC 德豪潤達 | Interest of corporation controlled by the substantial shareholder 主要股東所控制的法團的權益 | Ordinary Shares 普通股 | 740,346,000 (L) (Note 2) (附註2) | 17.51% |
| SU Lixin 蘇立新 | Beneficial owner 實益擁有人 | Ordinary Shares 普通股 | 649,350,649 (L) | 15.36% |
| Rising Wealth Limited 財升有限公司 | Beneficial owner 實益擁有人 | Ordinary Shares 普通股 | 638,400,000 (L) (Note 3) (附註3) | 15.10% |
| ZHAO Yu 趙煜 | Interest of corporation controlled by the substantial Shareholder 主要股東所控制的法團的權益 | Ordinary Shares 普通股 | 638,400,000 (L) (Note 4) (附註4) | 15.10% |
| Harbour Faith Enterprises Limited | Beneficial owner 實益擁有人 | Ordinary Shares 普通股 | 341,071,000 (L) | 8.07% |
| CHAN Sin Wa Carrie 陳倩華 | Interest of corporation controlled by the substantial Shareholder 主要股東所控制的法團的權益 | Ordinary Shares 普通股 | 341,071,000 (L) (Note 5) (附註5) | 8.07% |

Report of Directors

董事會報告

Notes:

1. The approximate percentage of the total issued Shares is calculated with reference to the Company's number of Shares in issue as at 31 December 2021, i.e. 4,227,280,649 Shares.
2. These Shares were held by Elec-Tech International (H.K.) Company Limited. As Elec-Tech International (H.K.) Company Limited is a wholly-owned subsidiary of ETIC, ETIC is deemed to be interested in all these Shares.
3. On 8 July 2021, Rising Wealth Limited reported its holding of 638,400,000 Shares since 3 August 2018 (the date of relevant event).
4. On 2 August 2021, Ms. ZHAO Yu reported her holding of 638,400,000 Shares since 3 August 2018 (the date of relevant event). These Shares were held by Rising Wealth Limited. As Rising Wealth Limited is wholly-owned by Ms. ZHAO Yu, Ms. ZHAO Yu is deemed to be interested in these Shares.
5. These Shares were held by Harbour Faith Enterprises Limited. As Harbour Faith Enterprises Limited is wholly-owned by Ms. CHAN Sin Wa Carrie, Ms. CHAN Sin Wa Carrie is deemed to be interested in these Shares.
6. (L) represents long position.

Save as disclosed above, as at 31 December 2021, so far as the Directors are aware, no other person (except the Directors and chief executive) or corporation had 5% or more interests or short positions in the Shares and underlying Shares which were recorded in the register required to be maintained by the Company pursuant to Section 336 of the SFO.

附註：

1. 佔已發行股份總數的概約百分比乃參照本公司於2021年12月31日之已發行股份數目(即4,227,280,649股股份)計算。
2. 該等股份由德豪潤達國際(香港)有限公司持有。德豪潤達國際(香港)有限公司是德豪潤達的全資附屬公司，因此德豪潤達被視為於該等股份中擁有權益。
3. 於2021年7月8日，財升有限公司申報其自2018年8月3日(有關事件發生之日)起持有638,400,000股股份。
4. 於2021年8月2日，趙煜女士申報其自2018年8月3日(有關事件發生之日)起持有638,400,000股股份。該等股份由財升有限公司持有。由於財升有限公司由趙煜女士全資擁有，故趙煜女士被視為於該等股份中擁有權益。
5. 該等股份由Harbour Faith Enterprises Limited持有。由於Harbor Faith Enterprises Limited由陳倩華女士全資擁有。陳倩華女士被視為於該等股份中擁有權益。
6. (L)代表好倉。

除上文所披露者外，就董事所知，於2021年12月31日，概無任何人士(本公司董事或最高行政人員除外)或法團擁有須登記於根據《證券及期貨條例》第336條規定本公司須備存的登記冊內的股份及相關股份5%或以上的權益或淡倉。

Report of Directors

董事會報告

Restricted Share Unit Scheme

On 20 December 2018, the Board has approved the adoption of a restricted share unit scheme. Pursuant to the restricted share unit scheme, the Company may direct and procure the trustee to purchase Shares (either on-market or off-market) to satisfy the restricted share units upon vesting and to hold the purchased Shares on trust for the relevant participants until such restricted share units are vested with the relevant participants in accordance with the restricted share units scheme rules. Further details are set out in the announcement of the Company dated 20 December 2018. The restricted share units scheme has been approved at the extraordinary general meeting held on 25 January 2019.

Purchase, Sale or Redemption of the Company's Listed Securities

During the Reporting Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company.

Interests of Directors in Competing Business

As at 31 December 2021, so far as the Directors were aware, none of the Directors nor their respective close associate (as defined under the Listing Rules) had any direct or indirect interests in any businesses that constitutes or may constitute a competing business of the Company.

Save for those disclosed below by the Company, during the Reporting Period, none of the Directors or their respective close associates (as defined under the Listing Rules) of the Company was interested in any business which competes or is likely to compete with the businesses of the Group.

受限制股份單位計劃

於2018年12月20日，董事會批准採納受限制股份單位計劃。根據該受限制股份單位計劃，本公司可指示和促使受託人購買股份（不論是在場內或場外）以於受限制股份單位歸屬後償付受限制股份單位，並以信託方式為相關參與人持有已購入股份直至此等受限制股份單位按照受限制股份單位計劃規則歸屬於相關的參與人。進一步詳情載於本公司日期為2018年12月20日的公告。該受限制股份單位計劃已於2019年1月25日之股東特別大會上獲得通過。

購買、出售或贖回本公司任何上市證券

於本報告年度，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

董事於競爭業務之權益

於2021年12月31日，據董事所知，董事或其各自的緊密聯繫人（定義見《上市規則》）均無於構成或可能構成本公司競爭業務的任何業務中持有任何直接或間接權益。

除本公司於下文所披露之外，於報告年度內，本公司董事及其各自的緊密聯繫人（定義見《上市規則》）概無於與本集團業務競爭或可能競爭之業務中擁有權益。

Report of Directors

董事會報告

Mr. WANG Donglei, an executive Director, the chairman and the chief technology officer of the Company, holds 90% equity interest in Wuhu Elec-Tech Investment Co., Ltd.* (蕪湖德豪投資有限公司). Wuhu Elec-Tech Investment Co., Ltd.* (蕪湖德豪投資有限公司) previously held 16.02% of the shares of ETIC until it ceased to have any interest in ETIC in August 2021. ETIC holds 17.51% of the shares capital of the Company (i.e. 870,346,000 Shares) as at 31 December 2021. Mr. WANG Donglei was previously a director of ETIC (resigned on 11 May 2021).

The principal business of ETIC is production and sale of small household appliances and LED products, while the Group's subsidiaries are principally engaged in the production and sale of lighting products, including a variety of LED lighting products. As a result, during the beginning of the Reporting Period until (i) Mr. WANG Donglei resigned as a director of ETIC on 11 May 2021; and (ii) Wuhu Elec-Tech Investment Co., Ltd.* (蕪湖德豪投資有限公司) ceased to have any interests in ETIC in August 2021, whichever period is later, Mr. WANG Donglei was deemed to be interested, directly or indirectly, in the business that competed or might compete with that of the Company and/or its subsidiaries.

Based on the Group's internal governance and proper decision-making mechanism, the Group is capable of carrying on its business independently of, and at arms length from the competing business.

Controlling Shareholders and Their Pledge of Shares

During the Reporting Period, the Company did not have any controlling shareholders.

本公司執行董事、董事長兼首席技術官王冬雷先生持有蕪湖德豪投資有限公司90%的股權。蕪湖德豪投資有限公司之前持有德豪潤達16.02%的股份，直至其於2021年8月不再持有德豪潤達的任何權益為止。德豪潤達於2021年12月31日止持有本公司17.51%股份(即870,346,000股股份)。王冬雷先生之前曾擔任德豪潤達的董事(於2021年5月11日辭任)。

德豪潤達的主營業務為生產和銷售小家電及LED產品，由於本集團附屬公司主要從事照明產品的生產及銷售，亦包括各種LED照明產品，因此於報告年度初直至(i)王冬雷先生於2021年5月11日辭任德豪潤達的董事；及(ii)蕪湖德豪投資有限公司於2021年8月不再持有德豪潤達的任何權益(以較後者為準)，王冬雷先生被視為於直接或間接對本公司及／或附屬公司業務構成競爭或可能構成競爭的業務上佔有權益。

依靠本集團的內部管治及合理的決策機制，本集團能夠獨立於競爭業務，並基於各自利益來經營其業務。

控股股東及其質押股份

於報告年度內，本公司沒有任何控股股東。



Report of Directors

董事會報告

Continuing Connected Transactions

Framework Finished Products and Raw Materials Purchase Agreement

The Company entered into a framework finished products and raw materials purchase agreement on 10 December 2018 with ETIC (the "ETIC Purchase Agreement"), pursuant to which, the Company agreed to purchase finished products and raw materials including but not limited to LED chips, LED power sources and LED lamp products from ETIC and its subsidiaries on a non-exclusive basis. As ETIC is a substantial shareholder of the Company, ETIC and its subsidiaries are connected persons of the Company (as defined under the Listing Rules), and the transactions between ETIC and its subsidiaries and the Company constitute connected transactions under Chapter 14A of Listing Rules. The quality, quantity and technical standards of the products delivered by ETIC and its subsidiaries must meet the Company's standards as set out in the sub-contract for each purchase order. The prices charged by ETIC and its subsidiaries will be agreed following arm's length negotiations between the parties with reference to the prevailing market price. The term of the framework agreement is three years commencing on 1 January 2019. The Company entered into such purchase agreement given the Group has a continuous demand for the relevant finished products and raw materials in the next three years and the fees charged by ETIC and its subsidiaries are competitive (please refer to the Company's announcement dated 10 December 2018 for details). In view of the better-than-expected demand for ETIC's products, the Company expected that the original annual cap for the transactions under the ETIC Purchase Agreement for the year ended 31 December 2019 will not be sufficient to meet the Company's requirements. Accordingly, the Board approved to revise upward the annual cap for the transactions under the ETIC Purchase Agreement for the year ended 31 December 2019 (please refer to the Company's announcement dated 21 August 2019 for details).

持續關連交易

產成品及原材料採購框架協議

2018年12月10日，本公司與德豪潤達訂立了一份產成品及原材料採購框架協議（「德豪潤達採購協議」）。根據該協議，本公司同意按非排他性基準從德豪潤達及其附屬公司採購產成品及原材料，包括但不限於LED晶片、LED電源和LED光源等產品。由於德豪潤達為本公司主要股東，德豪潤達及其附屬公司為本公司關連人士（定義見《上市規則》），而德豪潤達及其附屬公司與本公司之間的交易構成上市規則第14A章項下的關連交易。德豪潤達及其附屬公司交付的產品的品質、數量及技術標準須符合為每筆採購訂單而簽訂的單項合同中載明的本公司標準。德豪潤達及其附屬公司所收取的價格將由雙方通過公平磋商參照市場現行收費標準釐定。該框架協議自2019年1月1日起，為期三年。鑒於本集團於未來三年對相關產成品和原材料的持續需求，而德豪潤達及其附屬公司所收取的費用具有競爭力，故本公司訂立該採購協議（詳情請參見本公司日期為2018年12月10日的公告）。由於對德豪潤達產品需求較預期為佳，本公司預期德豪潤達採購協議項下有關交易之截至2019年12月31日止之原年度上限將不足以滿足本公司之需求。因此，董事會批准上調德豪潤達採購協議項下有關交易之截至2019年12月31日止之年度上限。（詳情請參見本公司日期為2019年8月21日的公告）。

Report of Directors

董事會報告

The maximum aggregate annual amounts payable by us to ETIC and its subsidiaries under the ETIC Purchase Agreement for the year ended 31 December 2019 and the years ending 31 December 2020 and 2021 are RMB180,000,000, RMB98,000,000 and RMB98,000,000, respectively.

During the Reporting Period, the actual amount paid by us to ETIC and its subsidiaries under the ETIC Purchase Agreement was RMB75,815,000 which did not exceed the annual cap.

As the ETIC Purchase Agreement entered between the Company and ETIC expired on 31 December 2021 and the Company intends to continue carrying out certain transactions thereunder in the ordinary and usual course of business with ETIC, the Company entered into a renewed framework finished products and raw materials purchase agreement with ETIC (the "New ETIC Purchase Agreement") on 26 November 2021, which the Company agreed to purchase finished products and raw materials including but not limited to LED chips, LED power sources and LED lamp products from ETIC and its subsidiaries on a non-exclusive basis. The New ETIC Purchase Agreement has a term of three years commencing from 1 January 2022 (please refer to the Company's announcement dated 26 November 2021 for details).

The maximum aggregate annual amounts payable by us to ETIC and its subsidiaries under the New ETIC Purchase Agreement for the years ending 31 December 2022, 2023 and 2024 will be RMB129,000,000, RMB129,000,000 and RMB129,000,000, respectively.

截至2019年、2020年及2021年12月31日止年度，我們就德豪潤達採購協議而支付德豪潤達及其附屬公司的最高年度總額分別為人民幣180百萬元、人民幣98百萬元和人民幣98百萬元。

於報告年度內，我們就德豪潤達採購協議而支付德豪潤達及其附屬公司的實際金額為人民幣75,815千元，沒有超過年度上限。

由於本公司與德豪潤達訂立的德豪潤達採購協議已於2021年12月31日屆滿，而本公司擬繼續於一般及日常業務過程中與德豪潤達進行若干交易，因此，於2021年11月26日，本公司與德豪潤達訂立了續期產成品及原材料採購框架協議（「新德豪潤達採購協議」）。根據該協議，本公司同意按非排他性基準從德豪潤達及其附屬公司採購產成品及原材料，包括但不限於LED晶片、LED電源和LED光源等產品。新德豪潤達採購協議期限為自2022年1月1日起三年（詳情請參見本公司日期為2021年11月26日的公告）。

截至2022年、2023年及2024年12月31日止年度，我們就新德豪潤達採購協議而應付德豪潤達及其附屬公司的最高年度總額分別為人民幣129百萬元、人民幣129百萬元和人民幣129百萬元。



Report of Directors

董事會報告

ETIC Sales Agreement

The Company entered into a framework sales agreement (the “ETIC Sales Agreement”) on 10 December 2018 with ETIC, pursuant to which, the Company agreed to sell finished products and raw materials including but not limited to LED luminaire products to ETIC and its associates on a non-exclusive basis. As ETIC is a substantial shareholder of the Company, ETIC and its associates are connected persons of the Company (as defined under the Listing Rules), and the transactions between ETIC and its associates and the Company constitute connected transactions under Chapter 14A of Listing Rules. The quality, quantity and technical standards of the products delivered by the Group must meet ETIC and its associates’ standards as set out in the sub-contract for each sales order. The prices charged by the Group will be agreed following arm’s length negotiations between the parties with reference to the prevailing market price. The term of the framework agreement is three years commencing on 1 January 2019. The Company entered into such sales agreement given the continued demand for such finished products and raw materials by ETIC and its associates in the next three years and the fees paid/payable by ETIC and its associates are competitive (please refer to the Company’s announcement dated 10 December 2018 for details).

The maximum aggregate annual amounts receivable by us from ETIC and its subsidiaries under the ETIC Sales Agreement for the year ended 31 December 2019 and the years ending 31 December 2020 and 2021 are RMB98,000,000, RMB98,000,000 and RMB98,000,000, respectively.

During the Reporting Period, the actual amount received by us from ETIC and its subsidiaries under the ETIC Sales Agreement was RMB4,907,000 which did not exceed the annual cap.

As the ETIC Sale Agreement entered between the Company and ETIC expired on 31 December 2021 and the Company intends to continue carrying out certain transactions thereunder in the ordinary and usual course of business with ETIC, the Company entered into a renewed framework sales agreement (the “New ETIC Sales Agreement”) with ETIC on 26 November 2021, which the Company agreed to sell finished products and raw materials including but not limited to LED luminaire products to ETIC and its associates on a non-exclusive basis. The New ETIC Sale Agreement has a term of three years commencing from 1 January 2022 (please refer to the Company’s announcement dated 26 November 2021 for details).

The maximum aggregate annual amounts receivable by us from ETIC and its subsidiaries under the New ETIC Sales Agreement for the years ending 31 December 2022, 2023 and 2024 will be RMB28,000,000, RMB28,000,000 and RMB28,000,000, respectively.

德豪潤達銷售協議

2018年12月10日，本公司與德豪潤達訂立了一份銷售框架協議（「德豪潤達銷售協議」）。根據該協議，本公司同意按非排他性基準向德豪潤達及其聯繫人銷售產成品和原材料，包括但不限於LED燈具。由於德豪潤達為本公司主要股東，德豪潤達及其聯繫人為本公司關連人士（定義見《上市規則》），而德豪潤達及其聯繫人與本公司之間的交易構成上市規則第14A章項下的關聯交易。本集團交付的產品的品質、數量及技術標準須符合為每筆銷售訂單而簽訂的單項合同中載明的德豪潤達及其聯繫人的標準。本集團所收取的價格將由雙方通過公平磋商參照市場現行收費標準釐定。該框架協議自2019年1月1日起，為期三年。鑒於德豪潤達及其聯繫人於未來三年對相關產成品和原材料的持續需求，而德豪潤達及其聯繫人於所已付／應付的費用具有競爭力，故本公司訂立該銷售協議（詳情請參見本公司日期為2018年12月10日的公告）。

截至2019年、2020年及2021年12月31日止年度，我們就德豪潤達銷售協議而收取德豪潤達及其附屬公司的最高年度總額分別為人民幣98百萬元、人民幣98百萬元和人民幣98百萬元。

於報告年度內，我們就德豪潤達銷售協議而應收取德豪潤達及其附屬公司的實際金額為人民幣4,907千元，沒有超過年度上限。

由於本公司與德豪潤達訂立的德豪潤達銷售協議已於2021年12月31日屆滿，而本公司擬繼續於一般及日常業務過程中與德豪潤達進行若干交易，因此，於2021年11月26日，本公司與德豪潤達訂立了續期銷售框架協議（「新德豪潤達銷售協議」）。根據該協議，本公司同意按非排他性基準向德豪潤達及其聯繫人銷售產成品和原材料，包括但不限於LED燈具。新德豪潤達銷售協議期限為自2022年1月1日起三年（詳情請參見本公司日期為2021年11月26日的公告）。

截至2022年、2023年及2024年12月31日止年度，我們就新德豪潤達銷售協議而應收取德豪潤達及其附屬公司的最高年度總額分別為人民幣28百萬元、人民幣28百萬元和人民幣28百萬元。

The Lease Agreement I

The Company entered into a lease agreement on 10 December 2018 with ETIC, pursuant to which the Group agrees to lease certain properties from ETIC and its associates (the "Lease Agreement I"). As ETIC is a substantial shareholder of the Company, ETIC and its associates are connected persons of the Company (as defined under the Listing Rules), and the transactions between ETIC and its associates and the Company constitute connected transactions under Chapter 14A of Listing Rules. Details of each properties to be leased will be set out in the sub-contract for each lease. The rent charged by ETIC and its associates will be agreed following arm's length negotiations between the parties with reference to the prevailing market price. The term of the Lease Agreement I is three years commencing on 1 January 2019. The Company decided to enter into the Lease Agreement I given the Group has a continuous demand for the relevant properties in the next three years and the rent charged by ETIC and its associates are competitive (please refer to the Company's announcement dated 10 December 2018 for details).

The maximum aggregate annual amounts paid by us to ETIC and its associates under the Lease Agreement I for the year ended 31 December 2019 and the years ending 31 December 2020 and 2021 are RMB5,000,000, RMB5,000,000 and RMB5,000,000, respectively.

During the Reporting Period, the actual amount paid by us to ETIC and its subsidiaries under the Former Lease Agreement I was RMB541,000 which did not exceed the annual cap.

As the Lease Agreement I entered between the Company and ETIC expired on 31 December 2021 and the Company intends to continue carrying out certain transactions thereunder in the ordinary and usual course of business with ETIC, the Company entered into a renewed lease agreement ETIC, pursuant to which the Group agrees to lease certain properties from ETIC and its associates (the "New Lease Agreement I"). The New Lease Agreement I has a term of three years commencing from 1 January 2022 (please refer to the Company's announcement dated 26 November 2021 for details).

The maximum aggregate annual amounts payable by us to ETIC and its subsidiaries under the New Lease Agreement I for the years ending 31 December 2022, 2023 and 2024 will be RMB5,000,000, RMB5,000,000 and RMB5,000,000, respectively.

租賃協議一

2018年12月10日，本公司與德豪潤達訂立了一份租賃協議，據此本集團同意自德豪潤達及其聯繫人租賃若干物業（「租賃協議一」）。由於德豪潤達為本公司主要股東，德豪潤達及其聯繫人為本公司關連人士（定義見《上市規則》），而德豪潤達及其聯繫人與本公司之間的交易構成上市規則第14A章項下的關聯交易。有關將予租賃的各項物業的詳情將載於各項租賃的單項合同。德豪潤達及其聯繫人所收取的租金將由協議雙方通過公平磋商參照市場現行收費標準釐定。該租賃協議一自2019年1月1日起，為期三年。鑒於本集團於未來三年對相關物業的持續需求，且德豪潤達及其聯繫人所收取的租金具有競爭力，故本公司決定訂立租賃協議一（詳情請參見本公司日期為2018年12月10日的公告）。

截至2019年、2020年及2021年12月31日止年度，我們就租賃協議一而應付給德豪潤達及其聯繫人的最高年度總額分別為人民幣5百萬元、人民幣5百萬元和人民幣5百萬元。

於報告年度內，我們就原租賃協議一而應付給德豪潤達及其附屬公司的實際金額為人民幣541千元，沒有超過年度上限。

由於本公司與德豪潤達訂立的租賃協議一已於2021年12月31日屆滿，而本公司擬繼續於一般及日常業務過程中與德豪潤達進行若干交易，因此，本公司與德豪潤達訂立了續期租賃協議，據此本集團同意自德豪潤達及其聯繫人租賃若干物業（「新租賃協議一」）。新租賃協議一期限為自2022年1月1日起三年（詳情請參見本公司日期為2021年11月26日的公告）。

截至2022年、2023年及2024年12月31日止年度，我們就新租賃協議一而應付德豪潤達及其附屬公司的最高年度總額分別為人民幣5百萬元、人民幣5百萬元和人民幣5百萬元。

Report of Directors

董事會報告

The Lease Agreement II

The Company entered into a lease agreement on 10 December 2018 with ETIC, pursuant to which the Group agrees to lease certain properties to ETIC and its associates (the "Lease Agreement II"). As ETIC is a substantial shareholder of the Company, ETIC and its associates are connected persons of the Company (as defined under the Listing Rules), and the transactions between ETIC and its associates and the Company constitute connected transactions under Chapter 14A of Listing Rules. Details of each properties to be leased will be set out in the sub-contract for each lease. The rent charged by the Group will be agreed following arm's length negotiations between the parties with reference to the prevailing market price. The term of the Lease Agreement II is three years commencing on 1 January 2019. The Company entered into the Lease Agreement II given ETIC and its associates have a continuous demand for such properties in the next three years and the rent paid/payable by ETIC and its associates are competitive (please refer to the Company's announcement dated 10 December 2018 for details).

The maximum aggregate annual amounts received by us from ETIC and its associates under the Lease Agreement II for the years ended 31 December 2019 and 2020 and the year ending 31 December 2021 are RMB5,000,000, RMB5,000,000 and RMB5,000,000, respectively.

During the Reporting Period, the actual amount received by us from ETIC and its subsidiaries under the Former Lease Agreement II was RMB1,228,000 which did not exceed the annual cap.

As the Lease Agreement II entered between the Company and ETIC expired on 31 December 2021 and the Company intends to continue carrying out certain transactions thereunder in the ordinary and usual course of business with ETIC, the Company entered into a renewed lease agreement with ETIC, pursuant to which the Group agrees to lease certain properties to ETIC and its associates (the "New Lease Agreement II"). The New Lease Agreement II has a term of three years commencing from 1 January 2022 (please refer to the Company's announcement dated 26 November 2021 for details).

The maximum aggregate annual amounts payable by us to ETIC and its subsidiaries under the New Lease Agreement II for the years ending 31 December 2022, 2023 and 2024 will be RMB5,000,000, RMB5,000,000 and RMB5,000,000, respectively.

租賃協議二

2018年12月10日，本公司與德豪潤達訂立了一份租賃協議，據此本集團同意租賃若干物業予德豪潤達及其聯繫人（「租賃協議二」）。由於德豪潤達為本公司主要股東，德豪潤達及其聯繫人為本公司關連人士（定義見《上市規則》），而德豪潤達及其聯繫人與本公司之間的交易構成上市規則第14A章項下的關聯交易。有關將予租賃的各項物業的詳情將載於為各項租賃簽訂的單項合同。本集團所收取的租金將由協議雙方通過公平磋商參照市場現行收費標準釐定。該租賃協議二自2019年1月1日起，為期三年。鑒於德豪潤達及其聯繫人於未來三年對該等物業的持續需求，且德豪潤達及其聯繫人已付／應付的租金具有競爭力，故本公司訂立租賃協議二（詳情請參見本公司日期為2018年12月10日的公告）。

截至2019年、2020年及2021年12月31日止年度，我們就租賃協議二而應收取德豪潤達及其聯繫人的最高年度總額分別為人民幣5百萬元、人民幣5百萬元和人民幣5百萬元。

於報告年度內，我們就原租賃協議二而應收取德豪潤達及其附屬公司的實際金額為人民幣1,228千元，沒有超過年度上限。

由於本公司與德豪潤達訂立的租賃協議二已於2021年12月31日屆滿，而本公司擬繼續於一般及日常業務過程中與德豪潤達進行若干交易，因此，本公司與德豪潤達訂立了續期租賃協議，據此本集團同意租賃若干物業予德豪潤達及其聯繫人（「新租賃協議二」）。新租賃協議二期限為自2022年1月1日起三年（詳情請參見本公司日期為2021年11月26日的公告）。

截至2022年、2023年及2024年12月31日止年度，我們就新租賃協議二而應付德豪潤達及其附屬公司的最高年度總額分別為人民幣5百萬元、人民幣5百萬元和人民幣5百萬元。

Transportation and Warehousing Services Framework Agreement

The Company entered into a transportation and warehousing services framework agreement (the “ETIC Transportation and Warehousing Services Framework Agreement”) on 22 December 2017 with ETIC, pursuant to which the Group agrees to provide transportation and warehousing services to ETIC and its associates. As ETIC is a substantial shareholder of the Company, ETIC and its associates are connected persons of the Company (as defined under the Listing Rules), and the transactions between ETIC and its associates and the Company constitute connected transactions under the Chapter 14A of Listing Rules. Individual agreements will be entered into between the parties with respect to the specific services pursuant to the terms of the ETIC Transportation and Warehousing Services Framework Agreement. Such individual agreements will be entered in the ordinary and usual course of business and on normal commercial terms. The payment arrangement should be provided in the individual agreements. The prices charged by the Group will be agreed upon arm’s length negotiations between the parties with reference to the prevailing market price. The term of the ETIC Transportation and Warehousing Services Framework is three years commencing from 1 January 2018. The entering of the ETIC Transportation and Warehousing Services Framework Agreement will enable the Company to (i) enhance the customer base in the field of transportation and warehousing services; and (ii) expand sources of income by providing transportation and warehousing services (please refer to the Company’s announcement dated 22 December 2017 for details).

The maximum aggregate annual amounts receivable by us from ETIC and its associates under the ETIC Transportation and Warehousing Services Framework Agreement for the years ended 31 December 2018, and 2019 and the year ending 31 December 2020 are RMB60,000,000, RMB80,000,000 and RMB100,000,000, respectively.

During the Reporting Period, we did not have any transaction with ETIC under the ETIC Transportation and Warehousing Services Framework Agreement.

運輸及倉儲服務框架協議

於2017年12月22日，本公司與德豪潤達訂立一份運輸及倉儲服務框架協議（「德豪潤達運輸及倉儲服務框架協議」），據此，本集團同意向德豪潤達及其聯繫人提供運輸及倉儲服務。由於德豪潤達為本公司主要股東，德豪潤達及其聯繫人為本公司關連人士（定義見《上市規則》），而德豪潤達及其聯繫人與本公司之間的交易構成上市規則第14A章項下的關連交易。協議雙方將根據德豪潤達運輸及倉儲服務框架協議的條款就特定服務訂立獨立協議。該等獨立協議將於一般及日常業務過程中按照一般商業條款訂立。付款安排應於獨立協議中規定。由本集團所收取的價格將由訂約方通過公平磋商參照市場現行收費標準釐定。德豪潤達運輸及倉儲服務框架協議自2018年1月1日起，為期三年。訂立德豪潤達運輸及倉儲服務框架協議將使本公司得以(i)於運輸及倉儲服務領域加強客戶基礎；及(ii)透過提供運輸及倉儲服務擴大收入來源（詳情請參見本公司日期為2017年12月22日的公告）。

截至2018年、2019年及2020年12月31日止年度，我們就德豪潤達運輸及倉儲服務框架協議而應收取德豪潤達及其聯繫人的最高年度總額分別為人民幣60百萬元、人民幣80百萬元和人民幣100百萬元。

於報告年度內，我們未就德豪潤達運輸及倉儲服務框架協議與德豪潤達產生任何交易。



Report of Directors

董事會報告

Sales Framework Agreement with Sichuan NVC

The Company entered into a sales framework agreement (the “Sales Framework Agreement with Sichuan NVC”) on 20 December 2018 with Sichuan NVC, pursuant to which the Group agrees to sell finished products and raw materials including but not limited to LED luminaire products to Sichuan NVC and its associates on a non-exclusive basis. Sichuan NVC is an associate of Mr. YE Yong, a non-executive Director of the Company, as the spouse of Mr. YE Yong is interested in over 30% equity interests of Sichuan NVC. Therefore, Sichuan NVC is a connected person of the Company under Chapter 14A of the Listing Rules, and accordingly, the proposed transactions under the Sales Framework Agreement with Sichuan NVC constitute connected transactions of the Company under the Listing Rules. Individual agreements will be entered into between the parties with respect to the specific finished products and raw materials pursuant to the terms of the Sales Framework Agreement with Sichuan NVC. Such individual agreements will be entered in the ordinary and usual course of business and on normal commercial terms. The payment arrangement should be provided in the individual agreements. The prices charged by the Group for the finished products and raw materials will be agreed upon arm’s length negotiations between the parties with reference to the prevailing market prices. The term of the Sales Framework Agreement with Sichuan NVC is three years commencing from 1 January 2019. The Company entered into such sales framework agreement given the continued demand for such finished products and raw materials by Sichuan NVC and its associates in the next three years and the fees paid/payable by Sichuan NVC and its associates are competitive (please refer to the Company’s announcement dated 20 December 2018 for details).

The maximum aggregate annual amounts receivable by us under the Sales Framework Agreement with Sichuan NVC for the year ended 31 December 2019 and the years ending 31 December 2020 and 2021 are RMB38,000,000, RMB39,000,000 and RMB38,000,000, respectively.

During the Reporting Period, we did not have any transaction with Sichuan NVC under the Sales Framework Agreement.

四川雷士銷售框架協議

2018年12月20日，本公司與四川雷士訂立一份銷售框架協議（「四川雷士銷售框架協議」），據此，本集團同意按非排他性基準向四川雷士及其聯繫人銷售產成品和原材料（包括但不限於LED燈具）。四川雷士為本公司一名非執行董事叶勇先生的聯繫人，叶勇先生之配偶於四川雷士超過30%的股權中擁有權益。因此，四川雷士為上市規則第14A章下本公司之關連人士，四川雷士銷售框架協議項下擬進行之交易相應構成上市規則下本公司之關連交易。訂約方將根據四川雷士銷售框架協議之條款訂立有關特定產成品和原材料之獨立協議。該等獨立協議將於一般及日常業務過程中按照一般商業條款訂立。付款安排應於獨立協議中規定。本集團收取的產成品和原材料價格將由訂約方通過公平磋商參照現行市價釐定。該四川雷士銷售框架協議自2019年1月1日起，為期三年。鑒於四川雷士及其聯繫人於未來三年對該等產成品和原材料的持續需求，以及四川雷士及其聯繫人已付／應付的費用具有競爭力，本公司訂立銷售框架協議（詳情請參見本公司日期為2018年12月20日的公告）。

截至2019年、2020年及2021年12月31日止年度，我們就四川雷士銷售框架協議而應收取的最高年度總額分別為人民幣38百萬元、人民幣39百萬元和人民幣38百萬元。

於報告年度內，我們未就四川雷士銷售框架協議與四川雷士產生任何交易。

Transportation and Warehousing Services Framework Agreement with Sichuan NVC

The Company entered into a transportation and warehousing services framework agreement (the "Sichuan NVC Transportation and Warehousing Services Framework") on 20 December 2018 with Sichuan NVC, pursuant to which the Group agreed to provide transportation and warehousing services to Sichuan NVC and its associates on a non-exclusive basis. Sichuan NVC is an associate of Mr. YE Yong, a non-executive Director of the Company, as the spouse of Mr. YE Yong is interested in over 30% equity interests of Sichuan NVC. Therefore, Sichuan NVC is a connected person of the Company under Chapter 14A of the Listing Rules, and accordingly, the proposed transactions under the Sichuan NVC Transportation and Warehousing Services Framework constitute connected transactions of the Company under the Listing Rules. The quality, quantity and technical standards of the services delivered by the Group must meet Sichuan NVC and its associates' standards as set out in the sub-contract for each service order. The prices charged by the Group will be agreed upon arm's length negotiations between the parties with reference to the prevailing market price. The term of the Sichuan NVC Transportation and Warehousing Services Framework is three years commencing from 1 January 2019. The Company entered into such Sichuan NVC Transportation and Warehousing Services Framework Agreement given the continued demand for such services by Sichuan NVC and its associates in the next three years and the fees paid/payable by Sichuan NVC and its associates are competitive (please refer to the Company's announcement dated 20 December 2018 for details).

The maximum aggregate annual amounts receivable by us under the Sichuan NVC Transportation and Warehousing Services Framework Agreement for the year ended 31 December 2019 and the years ending 31 December 2020 and 2021 are RMB1,900,000, RMB2,000,000 and RMB2,100,000, respectively.

During the Reporting Period, we did not have any transaction with Sichuan NVC arising from the Sichuan NVC Transportation and Warehousing Services Framework Agreement.

四川雷士運輸及倉儲服務框架協議

於2018年12月20日，本公司與四川雷士訂立一份運輸及倉儲服務框架協議（「四川雷士運輸及倉儲服務框架協議」），據此，本集團同意按非排他性基準向四川雷士及其聯繫人提供運輸及倉儲服務。四川雷士為本公司一名非執行董事叶勇先生的聯繫人，叶勇先生之配偶於四川雷士超過30%的股權中擁有權益。因此，四川雷士為上市規則第14A章下本公司之關連人士，四川雷士運輸及倉儲服務框架協議項下擬進行之交易相應構成上市規則下本公司之關連交易。本集團交付的服務的品質、數量及技術標準須符合為每筆服務訂單而簽訂的單項合同中載明的四川雷士及其聯繫人的標準。由本集團所收取的價格將由訂約方通過公平磋商參照市場現行收費標準釐定。四川雷士運輸及倉儲服務框架協議自2019年1月1日起，為期三年。鑒於四川雷士及其於未來三年對該等服務的持續需求，以及四川雷士及其聯繫人已付／應付的費用具有競爭力，本公司訂立四川雷士運輸及倉儲服務框架協議（詳情請參見本公司日期為2018年12月20日的公告）。

截至2019年、2020年及2021年12月31日止年度，我們就四川雷士運輸及倉儲服務協議而應收取的最高年度總額分別為人民幣1.9百萬元、人民幣2百萬元和人民幣2.1百萬元。

於報告年度內，我們未就四川雷士運輸及倉儲服務框架協議與四川雷士產生任何交易。



Report of Directors

董事會報告

Confirmation on Continuing Connected Transactions

Pursuant to rule 14A.55 of the Listing Rules, the above continuing connected transactions have been reviewed by the independent non-executive Directors, who confirmed that these continuing connected transactions were entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) according to relevant agreements governing them on terms that were fair and reasonable and in the interests of the Shareholders as a whole.

The Company's auditor was engaged to report on the Group's the connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits and Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued a letter containing a conclusion that the continuing connected transactions disclosed by the Group above have no non-compliance with Rule 14A.56 of Listing Rule. The auditor's letter has confirmed that nothing has come to their attention that causes them to believe that the continuing connected transactions:

- (i) have not been approved by the Board;
- (ii) were not, in all material respects, in accordance with the pricing policies of the Group as stated in this annual report;
- (iii) were not entered into, in all material respects, in accordance with the relevant agreements governing the continuing connected transactions; and
- (iv) have exceeded their respective annual caps for the financial year ended 31 December 2021 set out in the previous announcements of the Company.

A copy of the auditor's letter has been submitted by the Company to the Stock Exchange.

During the year ended 31 December 2021, the Group entered into certain transactions with "related parties" as defined under the applicable accounting standards, which include transactions that constitute continuing connected transactions for which the disclosure requirements under Chapter 14A of the Listing Rules have been complied with. Details of the material related party transactions are disclosed in note 41 to the consolidated financial statements of this annual report.

持續關連交易的確認

根據《上市規則》第14A.55條，獨立非執行董事已審閱上述持續關連交易。獨立非執行董事確認，該等持續關連交易是：

- (i) 於本集團一般及日常業務過程中訂立；
- (ii) 按一般商業條款或更優的條款進行；及
- (iii) 根據規管有關交易的相關協議進行，條款公平合理且符合股東的整體利益。

本公司核數師已獲聘請根據香港會計師公會發出的香港審驗服務準則第3000號「審核及審閱歷史財務資料以外的審驗服務」，及參考香港會計師公會的執行指引第740號「關於香港上市規則所述持續關連交易的核數師函件」以匯報本集團持續關連交易。核數師已出具函件，總結本集團上述披露的持續關連交易中，並無違反《上市規則》第14A.56條。核數師的函件確認其並未注意到任何事情可使他們認為持續關連交易：

- (i) 並未獲董事會批准；
- (ii) 在各重大方面沒有按照本年報所述的本集團定價政策進行；
- (iii) 在各重大方面沒有根據持續關連交易的有關協議進行；及
- (iv) 超逾在本公司之前發出的公告中所載其各自於截至2021年12月31日止財政年度的年度上限。

本公司已將有關核數師函件副本送呈聯交所。

截至2021年12月31日止年度，本集團與根據適用會計準則界定的「關聯方」訂立若干交易，包括構成《上市規則》第14A章持續關連交易並已遵守其披露規定的交易。重大關聯方交易的詳情披露於本年報之綜合財務報表附註41。

Report of Directors

董事會報告

Disclosures Pursuant to Rules 13.21 and 13.22 of the Listing Rules

The Board is not aware of any circumstances resulting in the responsibility of disclosure under Rules 13.21 and 13.22 of the Listing Rules.

Employees

As at 31 December 2021, the Group had approximately 3,165 employees in total (31 December 2020: 3,331). The Group regularly reviews remuneration and benefits of its employees according to the relevant market practice and individual performance of the employees. In addition to basic salary, employees are entitled to other benefits including social insurance contributions, employee provident fund schemes, discretionary incentive and share option schemes.

Employee Training

The Group regards training management as a part of its daily operations, and continuously improves its internal staff training system to better help staff to improve their professional skills. According to the work and training needs of each department, we formulate scientific and reasonable employee training and development plans. In terms of training forms, we combine classroom lectures with practical operations to encourage employees to apply what they have learned. After the training, the Group also conducts an effectiveness assessment to understand the learning outcomes of employees. If the assessment result is not satisfactory, we will improve the training method or reorganize the training according to the situation.

Remuneration Policy

The Group's remuneration policy is to compensate our employees based on their performance, qualifications and our results of operations.

The emoluments of our Directors and senior management are determined by our Remuneration Committee with reference to our results of operations, their individual performance and the comparable market statistics.

The Company was not aware of any arrangement under which a Director has waived or agreed to waive any emoluments. Details of the remuneration of the Directors and the Group's five highest-paid individuals are set out in note 14 and note 15 to the consolidated financial statements on pages 269 to 273 of this annual report, respectively.

根據上市規則第13.21條及13.22條的披露

董事會並不知悉任何根據《上市規則》第13.21條及13.22條須予披露的情況。

僱員

於2021年12月31日，本集團的總員工人數約3,165名（2020年12月31日：3,331名）。本集團會定期就有關市場慣例及個別僱員的表現審核僱員薪酬及福利。除支付基本薪金外，僱員也享受其他福利包括社會保險、員工公積金計劃、酌情性獎勵及購股權計劃。

員工培訓

本集團將培訓管理視為日常運營的一部分，不斷完善內部員工培訓體系，以更好地幫助員工實現職業技能提升。依據各部門的工作與培訓需求，我們制定科學合理的員工培訓及發展計劃。在培訓形式上，我們將課堂講解與實踐相結合，鼓勵員工學以致用。在培訓結束後，本集團亦將開展有效性評估，了解員工的學習成果。如評估結果不理想，我們亦會根據情況改進培訓方式或重新組織培訓。

薪酬政策

本集團的薪酬政策為根據僱員表現、資歷及本集團經營業績作出回報。

本公司董事及高級管理人員的薪酬由薪酬委員會依據本公司的經營業績、個人表現及可比較的市場統計而決定。

本公司並未獲悉任何董事已放棄或同意放棄任何薪酬的安排。董事薪酬及本集團五名最高薪酬人士的詳情分別載於本年報第269頁至第273頁的綜合財務報表附註14和附註15。

Report of Directors

董事會報告

Housing Fund and Pension Scheme

According to the relevant PRC laws and regulations, the Group's subsidiaries operating in the PRC are required to participate in the housing fund and the contribution pension scheme operated by local governments. Under these schemes, the Group is required to pay to the contribution pension scheme based on a certain percentage of the remuneration of its employees. The only obligation of the Group with respect to the housing fund and pension scheme is to make the required contributions under the scheme. Contributions made under the housing fund and pension scheme are charged in the statements of profit or loss as incurred.

The Group operates a Mandatory Provident Fund Scheme ("MPF Scheme") for all qualifying employees in Hong Kong under the Mandatory Provident Fund Scheme Ordinance. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the Scheme.

The Group also participates in defined contribution retirement scheme organised by the relevant local government authorities in the United States, Japan and Vietnam etc.. Certain employees of the Group eligible for participating in the retirement schemes are entitled to retirement benefits from the scheme. The Group is required to make contributions to the retirement scheme up to the time of the retirement of the eligible employees, excluding those employees who resign before retirement, at a percentage that is specified by the local government authorities.

The Company may not utilise any forfeited contributions in order to make fewer contributions than the current amounts.

During the Reporting Period, the Group's contributions to the housing fund and pension scheme from continuing operations were RMB26,500,000. Details of the Group's contributions to the housing fund and pension scheme are set out in note 13 on page 268 to the consolidated financial statements of this annual report.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Period.

Charitable Contributions

During the Reporting Period, the Group made donations of approximately RMB89,000 from the continuing operations.

住房公積金及退休金計劃

根據中國相關的法律及法規，本集團於中國經營的附屬公司均須參與地方市政府組織的住房公積金及退休金供款計劃。根據該等計劃，本集團須按其僱員薪金的若干百分比向退休金供款計劃供款。本集團對住房公積金及退休金計劃的唯一義務乃支付現在所需的供款。對住房公積金及退休金計劃作出的供款於發生時在損益表扣除。

本集團根據強制性公積金計劃條例為所有香港合資格員工設立強制性公積金計劃（「強積金計劃」）。強積金計劃的資產與本集團的資產分開於受獨立受託人控制的基金中持有。根據強積金計劃規則，僱主及其員工各自須按規則訂明的百分比作出供款。本集團對強積金計劃的唯一責任是根據計劃作出所需供款。

本集團亦參與由美國、日本及越南等國家有關當地政府機構組織的定額供款退休計劃。本集團符合參與退休計劃的若干員工享有計劃的退休福利。本集團須於截至合資格員工退休之時對退休計劃作出供款（不包括於退休前辭任的員工）供款百分比由當地政府機構訂明。

本公司不可以動用已被沒收的供款以減低現有的供款水準。

本報告年度內，本集團的持續經營業務就住房公積金及退休金計劃所作的供款為人民幣26,500千元。本集團就住房公積金及退休金計劃的供款詳情載於本年報綜合財務報表第268頁附註13。

管理合同

於報告年度內，本公司並無進行或簽署任何與本公司全部或重大部份業務之管理及行政有關之合同。

捐贈支出

於報告年度內，本集團持續經營業務的捐贈支出約為人民幣89千元。

Report of Directors

董事會報告

Major Customers and Suppliers

During the Reporting Period, the revenue from the sales of goods or rendering of services to our largest customer and top five customers accounted for 30% and 71% of the Group's total revenue respectively; and the purchases of goods and services from our largest suppliers and top five suppliers accounted for 17% and 43% of the Group's total purchase respectively.

During the Reporting Period, one of our top 5 suppliers is controlled by a substantial shareholder of the Company, from which the Group purchased finished products and raw materials. Please refer to certain continuing connected transactions as disclosed in the section headed "Continuing Connected Transactions" in this report for details. Save as disclosed above, none of the Directors or their respective associates (as defined under the Listing Rules) or any Shareholder (which to the knowledge of the Directors owns more than 5% of the number of issued shares of the Company) had, at any time during the Reporting Period, a beneficial interest in any of the Group's five largest customers or five largest suppliers.

Compliance with the Code on Corporate Governance

The requirements under the New CG Code which came into effect on 1 January 2022 shall apply to the Company's corporate governance report for the financial year commencing on 1 January 2022. During the Reporting Period, the Directors are of the opinion that the Company had complied with the principles and codes provisions set out in the Previous CG Code (the requirements under which are applicable to the Reporting Period), except for code provision A.5.1 of the Previous CG Code, from which the Company has once varied but then has complied with during Reporting Period. Please refer to "Corporate Governance Report" on pages 75 to 98 of this annual report for further details.

Model Code for Securities Transactions

The Company has adopted the Model Code as its code of conduct regarding Directors' securities transactions. Specific enquiry has been made to all Directors, and all of them have confirmed that they have complied with all relevant requirements as set out in the Model Code during the Reporting Period.

Audit Committee

The Audit Committee of the Company has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2021.

主要客戶及供貨商

於報告年度內，我們從最大客戶及前五大客戶的銷售所得的收入分別佔本集團總收入的30%及71%；而我們向最大供應商及前五大供應商採購的貨物及服務分別佔本集團總採購的17%及43%。

於本報告年度內，本公司前五大供應商中存在一家受本公司主要股東所控制的公司，本集團向該公司採購產成品及原材料，詳情請見本報告標題為「持續關連交易」一節披露的若干持續關連交易。除上述披露之外，於報告年度內或報告年度末，並無任何董事、彼等之緊密聯繫人（定義見《上市規則》）或據董事所知擁有本公司已發行股份數目超過5%之任何股東於本集團前五大客戶或五大供應商中擁有實益權益。

遵守企業管治守則

於2022年1月1日生效的新企業管治守則的規定將適用於本公司於2022年1月1日開始財政年度的企業管治報告。董事會認為，於報告年度內，本公司一直遵守適用於報告年度的原企業管治守則所載的原則和守則條文，惟原企業管治守則守則條文第A.5.1條（本公司曾偏離此守則條文但其後於報告年度內已一直遵守）除外。詳情請參照本年報第75頁至第98頁的「企業管治報告」。

證券交易的標準守則

本公司已採納標準守則作為有關董事進行證券交易的行為守則。本公司已向所有董事作出個別查詢，而所有董事已確認本報告年度已遵從標準守則所載的所有相關規定。

審核委員會

本公司審核委員會已審閱本集團截至2021年12月31日止年度之經審核綜合財務報表。

Report of Directors

董事會報告

Auditor

On 9 October 2020, BDO Limited (“BDO”) resigned as the auditor of the Company. Deloitte Touche Tohmatsu (“Deloitte”) was then appointed as the external auditor of the Company.

The figures in respect of the Group’s consolidated statement of financial position, consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income and the consolidated statement of changes in equity and the related notes thereto for the year ended 31 December 2021 as set out in this annual report have been audited by Deloitte, to the amounts set out in the Group’s audited consolidated financial statements for the year.

A resolution to re-appoint Deloitte as our auditor will be submitted for Shareholders’ approval at forthcoming annual general meeting.

Save as disclosed above, there have been no other changes of independent auditor during the preceding three years.

By order of the Board
Chairman
WANG Donglei

Hong Kong
8 April 2022

核數師

於2020年10月9日，香港立信德豪會計師事務所有限公司（「立信德豪」）辭任本公司核數師。德勤·關黃陳方會計師行（「德勤」）其後獲擔任本公司的外部審計師。

本年報所列截至2021年12月31日止年度的本集團綜合財務狀況表、綜合損益表以及綜合損益及其他全面收入表、綜合權益變動表及有關附註載明的本集團於該年度經審核綜合財務報表金額數字經已獲德勤審核。

本公司擬續聘德勤為本公司核數師的決議案將於本公司即將舉行的股東周年大會上提呈予股東批准。

除上述披露之外，過往三年沒有其他獨立核數師的變動。

承董事會命
董事長
王冬雷

香港
2022年4月8日

Corporate Governance Report

企業管治報告

The Board presents this Corporate Governance Report in the Group's annual report for the year ended 31 December 2021.

Corporate Governance Practices

The Board is committed to achieving high corporate governance standards.

The Company's corporate governance practices during the Reporting Period are based on the principles and code provisions as set out in the Previous CG Code in force during the Reporting Period.

The Board believes that high corporate governance standards are essential in providing a framework for the Group to safeguard the interests of Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The requirements under the New CG Code which came into effect on 1 January 2022 shall apply to the Company's corporate governance report for the financial year commencing on 1 January 2022.

During the Reporting Period, the Directors are of the opinion that the Company had complied with the principles and code provisions set out in the Previous CG Code (the requirements under which are applicable to the Reporting Period), except for the following code provision.

Code Provision A.5.1 of the Previous CG Code (which was upgraded to Rule 3.27 of the Listing Rules with effect from 1 January 2022) required that, inter alia, nomination committee established by a listed issuer should comprise a majority of independent non-executive directors. On 17 September 2021, Mr. JIA Hongbo resigned as an Independent Non-executive Director, he therefore ceased to act as, inter alia, a member of the nomination committee of the Board (the "Nomination Committee"). Consequently, the number of members of the Nomination Committee was reduced from three to two and thus failed to meet the composition requirement of the nomination committee under Code Provision A.5.1 of the Previous CG Code. Subsequently, Mr. CHEN Hong was appointed as an Independent Non-executive Director and also appointed as, inter alia, a member of the Nomination Committee with effect from 1 December 2021. Since then, the Company has complied with the composition requirement of the nomination committee under Code Provision A.5.1 of the Previous CG Code.

董事會提呈載於本集團截至2021年12月31日止年度年報的企業管治報告。

企業管治常規

董事會致力達致高水準的企業管治。

本公司於報告年度內的企業管治常規乃以於報告年度內生效的原企業管治守則所載的原則及守則條文為基礎。

董事會相信，高水準的企業管治可提供一個重要框架，使本集團能保障股東利益、提高企業價值、制定其業務策略及政策、以及提高其透明度和問責性。

於2022年1月1日生效的新企業管治守則規定將適用於本公司於2022年1月1日開始財政年度的企業管治報告。

董事會認為，於報告年度內，本公司一直遵守原企業管治守則（其規定適用於報告年度）所載的原則和守則條文，惟以下守則條文除外。

原企業管治守則守則條文第A.5.1條（自2022年1月1日起更新至上市規則第3.27條）規定（其中包括）上市發行人所設立的提名委員會成員須以獨立非執行董事佔大多數。賈紅波先生於2021年9月17日辭任獨立非執行董事，彼亦因此不再擔任（其中包括）董事會提名委員會（「提名委員會」）成員，因而本公司當時提名委員會成員由三名減少至兩名，故此未能符合原企業管治守則守則條文第A.5.1條項下提名委員會之組成規定。其後，陳弘先生獲委任為獨立非執行董事及獲委任為（其中包括）提名委員會成員，自2021年12月1日起生效，自此，本公司已符合原企業管治守則守則條文第A.5.1條項下提名委員會之組成規定。

Corporate Governance Report

企業管治報告

Model Code For Securities Transactions

The Company has adopted the Model Code which was set out in Appendix 10 to the Listing Rules as its code of conduct regarding directors' securities transactions.

Specific enquiry has been made to all the Directors and all of them have confirmed that they have complied with the Model Code throughout the year ended 31 December 2021.

The Company has also established written guidelines no less exacting than the Model Code for securities transactions by the relevant employees who are likely to be in possession of unpublished price-sensitive information of the Company (the "Employees Written Guidelines").

The Company is not aware of any incident of non-compliance of the Employees Written Guidelines by the relevant employees.

Board of Directors

The Company is headed by an effective Board which oversees the Group's businesses, strategic decisions and performance and takes decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time performing them.

證券交易的標準守則

本公司已採納《上市規則》附錄10所載標準守則作為有關董事進行證券交易的行為守則。

本公司已向所有董事作出個別查詢，而所有董事已確認彼等已於截至2021年12月31日止整個年度內一直遵守標準守則。

就可能擁有本公司非公開股價敏感資料的有關僱員所進行的證券交易，本公司亦已制定嚴苛程度不遜於標準守則的書面指引（「僱員書面指引」）。

本公司並不知悉任何有關僱員未遵守僱員書面指引的事件。

董事會

本公司由高效的董事會領導，其負責監管本集團業務、策略決策及表現，並應客觀行事，所作決策須符合本公司的最佳利益。

董事會定期檢討董事於履行其對本公司的職責時所須作出的貢獻，以及其是否投入足夠時間以履行該等職責。

Corporate Governance Report

企業管治報告

Board Composition

During the Reporting Period and up to the date of this annual report, the Board comprises the following Directors:

| | |
|--|--|
| Executive Directors | WANG Donglei (<i>Chairman and chief technology officer</i>) |
| | CHAN Kim Yung, Eva (<i>Vice chairman and chief executive officer</i>) |
| | XIAO Yu |
| | CAO Qin (<i>appointed on 19 July 2021</i>) |
| | WANG Dongming (<i>retired at the Company's annual general meeting on 11 June 2021</i>) |
| Non-executive Directors | WANG Keven Dun |
| | YE Yong |
| Independent Non-executive Directors | LEE Kong Wai, Conway |
| | WANG Xuexian |
| | CHEN Hong (<i>appointed on 1 December 2021</i>) |
| | JIA Hongbo (<i>resigned on 17 September 2021</i>) |

The biographical information of the existing Directors is set out in the section headed "Directors and Senior Management" on pages 35 to 49 of this annual report.

The relationships between the Directors are disclosed in the respective Director's biography under the section "Directors and Senior Management" on pages 35 to 49 of this annual report.

Chairman and Chief Executive Officer

Code Provision A.2.1 of the Previous CG Code (which was rearranged to Code Provision C.2.1 of the New CG Code) stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

During the Reporting Period, Mr. WANG Donglei serves as the chairman of the Company and Ms. CHAN Kim Yung, Eva serves as the chief executive officer of the Company. The Company had fully complied with the principles and Code Provision A.2.1 as set out in the Previous CG Code (which was rearranged to Code Provision C.2.1 of the New CG Code).

董事會架構

於報告年度內及截至本年報日期，董事會由以下董事組成：

| | |
|----------------|--|
| 執行董事 | 王冬雷 (<i>董事長兼首席技術官</i>) |
| | 陳劍瑢 (<i>副董事長及首席執行官</i>) |
| | 肖宇 |
| | 曹琴 (<i>於2021年7月19日獲委任</i>) |
| | 王冬明 (<i>於本公司日期為2021年6月11日的股東周年大會上退任</i>) |
| 非執行董事 | 王頓 |
| | 叶勇 |
| 獨立非執行董事 | 李港衛 |
| | 王學先 |
| | 陳弘 (<i>於2021年12月1日獲委任</i>) |
| | 賈紅波 (<i>於2021年9月17日辭任</i>) |

現任董事的履歷資料載於本年報第35至第49頁「董事及高級管理層」一節。

董事之間的關係於本年報第35至第49頁「董事及高級管理層」一節項下各董事的履歷中披露。

董事長及首席執行官

原企業管治守則的守則條文第A.2.1條(重排為新企業管治守則守則條文第C.2.1條)規定主席及行政總裁的角色應分開及不應由同一個人擔任。

於報告年度內，王冬雷先生擔任本公司董事長，而陳劍瑢女士則擔任本公司首席執行官。本公司已全面遵守原企業管治守則所載的原則和守則條文第A.2.1條(重排為新企業管治守則守則條文第C.2.1條)。

Corporate Governance Report

企業管治報告

Independent Non-executive Directors

Rule 3.10(1) and 3.10A of Listing Rules required every board of directors of a listed issuer must including at least three independent non-executive directors and an issuer must appoint independent non-executive directors representing at least one-third of the board. On 17 September 2021, Mr. JIA Hongbo resigned as independent non-executive Director. Following his resignation, the Board comprised eight Directors, only two of whom are independent non-executive Directors. The number of independent non-executive Directors at that time fell below the minimum number required under Rule 3.10(1) and 3.10A of the Listing Rules. On 1 December 2021, Mr. CHEN Hong was appointed as an independent non-executive Director. With the appointment of Mr. CHEN Hong as independent non-executive Director, the Company has fully complied with the minimum number of independent non-executive directors requirement under Rule 3.10(1) and 3.10A of the Listing Rules. Since then, the Board met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board. One of them is possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors, namely Mr. LEE Kong Wai, Conway, Mr. WANG Xuexian, Mr. CHEN Hong in respect of their independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors were independent from their respective date of appointment to 31 December 2021.

Appointment and Re-election of Directors

Code Provision A.4.1 of the Previous CG Code (which was deleted under the New CG Code) stipulates that Non-executive directors shall be appointed for a specific term, subject to re-election, while Code Provision A.4.2 of the Previous CG Code (which was rearranged to Code Provision B.2.2 of the New CG Code) states that all directors appointed to fill a casual vacancy should be subject to election by Shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

The procedures and process of appointment, re-election and removal of Directors are laid down in the Company's Articles of Association. The Nomination Committee is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of directors, monitoring the appointment and succession planning of Directors and assessing the independence of independent non-executive directors.

獨立非執行董事

《上市規則》第3.10(1)條及第3.10A條規定，上市發行人的董事會必須包括至少三名獨立非執行董事，且發行人必須委任佔董事會至少三分之一的獨立非執行董事。於2021年9月17日，賈紅波先生辭任獨立非執行董事。於彼辭任後，董事會由八名董事組成，僅其中兩名為獨立非執行董事。獨立非執行董事的人數於此時低於《上市規則》第3.10(1)條及第3.10A條規定的最低人數。於2021年12月1日，陳弘先生獲委任為獨立非執行董事。隨著委任陳弘先生為獨立非執行董事，本公司已全面遵守《上市規則》第3.10(1)條及第3.10A條的獨立非執行董事最低人數規定。自此，董事會已遵守《上市規則》的規定，即委任至少三名獨立非執行董事（佔董事會的三分之一）。並且其中一名獨立非執行董事具備適當的專業資格或會計或相關財務管理專業知識。

本公司已接獲各獨立非執行董事（即李港衛先生、王學先先生及陳弘先生）根據《上市規則》第3.13條所載之獨立性指發出之年度獨立性確認函。本公司認為，所有獨立非執行董事從各自委任日期起至2021年12月31日期間止一直屬獨立人士。

董事的委任及重選

原企業管治守則的守則條文第A.4.1條（根據新企業管治守則該條已被刪除）規定，非執行董事須有指定任期，並須接受重選，而原企業管治守則的守則條文第A.4.2條（重排為新企業管治守則守則條文第B.2.2條）指出，所有獲委任填補臨時空缺的董事須在獲委任後首次股東大會上由股東選任，且每位董事（包括按指定任期委任的董事）須至少每三年輪席告退一次。

董事委任、重選及罷免程序及過程載於本公司組織章程。提名委員會負責檢討董事會架構，發展及制定提名及委任董事的相關程序，監察董事委任及繼任安排以及評估獨立非執行董事的獨立性。

Corporate Governance Report

企業管治報告

Each of the executive Directors has entered into a service contract with the Company for a term of three years with effect from their respective date of appointment unless terminated by not less than three months' written notice served by either the executive Directors or the Company.

Each of the non-executive Directors and independent non-executive Directors has signed an appointment letter with the Company for a term of three years with effect from their respective date of appointment unless terminated by not less than three months' written notice served by either the non-executive Directors/independent non-executive Directors or the Company.

The above appointments are subject to the provisions of retirement and rotation of Directors under the Company's Articles of Association.

In accordance with Article 83(3) of the Company's Articles of Association, any new Director appointed to fill a causal vacancy shall submit himself/herself for re-election by Shareholders at the first general meeting after appointment, any new Director appointed as an addition to the Board shall submit himself/herself for re-election by Shareholders at the next following annual general meeting after appointment.

During the Reporting Period, Ms. CAO Qin, appointed on 19 July 2021, has been re-elected as an executive Director at the Company's extraordinary general meeting held on 24 August 2021; and Mr. CHEN Hong, appointed on 1 December 2021, has been re-elected as an independent non-executive Director at the Company's extraordinary general meeting held on 28 December 2021.

各執行董事已與本公司訂立服務合約，除非該等執行董事或本公司以不少於三個月的書面通知終止合約，否則該等合約自各自委任日期起計為期三年。

各非執行董事及獨立非執行董事已各自與本公司簽立委任書，除非該等非執行董事／獨立非執行董事或本公司以發出不少於三個月之書面通知而終止合約，否則該等合約自各自委任日期起計為期三年。

上述委任須遵守本公司組織章程項下董事退任及輪席告退的規定。

根據本公司的組織章程細則第83(3)條，任何獲委任填補臨時空缺之新任董事均須於其獲委任後首次股東大會上經股東重選，任何獲委任新加入董事會之董事須於獲委任後下一次股東周年大會由股東重選。

於報告年度內，於2021年7月19日獲委任的曹琴女士已於本公司在2021年8月24日舉行的股東特別大會上獲重選為執行董事；以及於2021年12月1日獲委任的陳弘先生已於本公司在2021年12月28日舉行的股東特別大會上獲重選為獨立非執行董事。



Corporate Governance Report

企業管治報告

In accordance with Article 84(1) and (2) of the Company's Articles of Association, at each annual general meeting one-third of the directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring director shall be eligible for re-election and shall continue to act as a director throughout the meeting at which he retires. The directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any director who wishes to retire and not to offer himself/herself for re-election. Any further directors so to retire shall be those of the directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Ms. CHAN Kim Yung, Eva, Mr. YE Yong and Mr. LEE Kong Wai, Conway will retire at the forthcoming annual general meeting and being eligible, will offer themselves for re-election at the forthcoming annual general meeting. None of the Directors who is proposed for re-election at the forthcoming annual general meeting or any other Directors has a service contract with us that is not determinable by the Company or any of its subsidiaries within one year without payment of compensation (other than statutory compensation).

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

根據本公司的組織章程細則第84(1)及(2)條，於每屆股東周年大會上，當時為數三分之一的董事（或如董事人數並非三的倍數，則須為最接近但不少於三分之一的董事人數）均須輪席退任，惟每位董事須至少每三年於股東周年大會上退任一次。退任董事有資格膺選連任，並可於彼退任的整個會議期間繼續擔任董事。輪席退任的董事須包括（就必需確定輪席退任董事數目而言）願意退任且不擬膺選連任的任何董事。其他須如此退任的董事乃自上次連任或獲委任起計任期最長而須輪席退任的董事，惟倘有數位人士於同日出任或連任董事，則應以抽籤方式決定退任董事人選（除非彼等之間另有協定）。因此，陳劍瑢女士、叶勇先生及李港衛先生將於應屆股東周年大會退任董事職務，且合資格亦願意於應屆股東周年大會上膺選連任。待於應屆股東周年大會重選的董事以及任何其他董事概不存在本公司或任何其附屬公司在一年內不可在不予賠償（法定賠償除外）的情況下終止的服務合約。

董事及管理層職責、問責及貢獻

董事會負責領導及控制本公司，並共同負責指引及監督本公司業務。

董事會直接及間接透過其委員會定立戰略向管理層指導及提供方向，並監督其實施，監控本集團的營運及財務業績，並確保有效的內部控制及風險管理系統得以實施。

所有董事（包括非執行董事及獨立非執行董事）已為董事會帶來多領域的寶貴業務經驗、知識及專長，使其高效及有效地運作。

Corporate Governance Report

企業管治報告

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his/her responsibilities to the Company.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company.

Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the chief executive officer and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the abovementioned officers.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director will receive a formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

獨立非執行董事負責確保本公司高水準的監管申報，在董事會於企業行動及營運帶來有效的獨立判斷提供平衡。

所有董事均可全面並及時獲得本公司所有資料以及可按要求在適當情況下尋求獨立專業意見，以向本公司履行其職責，費用由本公司承擔。

董事須向本公司披露彼等擔任的其他職務的詳情，而董事會定期審閱各董事向本公司履行其職責時須作出的貢獻。

董事會負責決定所有重要事宜，當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易（特別是或會涉及利益衝突者）、財務資料、委任董事及本公司其他重大營運事宜。

有關執行董事會決策、指導及協調本公司日常營運及管理之職責乃授予首席執行官及高級管理層。獲授權職能及工作任務乃定期檢討。上述高級職員訂立任何重大交易前須取得董事會批准。

董事持續專業發展

董事應及時了解監管動態及變化以有效履行彼等職責及確保他們對董事會作出適切貢獻。

每名新委任董事首次獲委任時將接受正式及全面的就任需知，以確保董事適當了解本公司的業務及運作，並完全得知其於《上市規則》及有關法定規例下的職責及責任。

董事應參與適用的持續專業發展，務求發展及更新彼等的知識及技能。本公司將為董事安排內部籌辦的簡報會，於適當情況下向董事發出相關題材的閱讀資料，並鼓勵所有董事出席相關培訓課程，費用由本公司承擔。

Corporate Governance Report

企業管治報告

The records of continuous professional development relating to director's duties, regulatory requirements and business development that have been received by the Directors for the year ended 31 December 2021 are summarised as follows:

董事於截至2021年12月31日止年度收到的有關董事職責、監管要求及業務發展的持續性的專業發展記錄概述如下：

| Name of Directors 董事姓名 | | Type of Training ^{Note 1} 培訓類別 ^{附註1} |
|---|-----------|---|
| Executive Directors 執行董事 | | |
| WANG Donglei | 王冬雷 | A, B |
| CHAN Kim Yung, Eva | 陳劍瑢 | A, B |
| XIAO Yu | 肖宇 | A, B |
| CAO Qin | 曹琴 | A, B |
| WANG Dongming (Note 2) | 王冬明 (附註2) | N/A 不適用 |
| Non-executive Directors 非執行董事 | | |
| WANG Keven Dun | 王頓 | A, B |
| YE Yong | 叶勇 | A, B |
| Independent Non-executive Directors 獨立非執行董事 | | |
| LEE Kong Wai, Conway | 李港衛 | A, B |
| WANG Xuexian | 王學先 | A, B |
| CHEN Hong | 陳弘 | A, B |
| JIA Hongbo (Note 2) | 賈紅波 (附註2) | N/A 不適用 |

Notes:

附註：

1. Types of Training

- A: Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops
- B: Reading relevant news alerts, newspapers, journals, magazines and relevant publications

1. 培訓類別

- A: 參加培訓課程，包括但不限於介紹會、研討會、會議和講習班
- B: 閱讀相關新聞快訊、報紙、期刊、雜誌和相關出版物

2. Mr. WANG Dongming retired at the Company's annual general meeting on 11 June 2021 and Mr. JIA Hongbo resigned on 17 September 2021.

2. 王冬明先生於2021年6月11日的本公司股東周年大會上退任，而賈紅波先生於2021年9月17日辭任。

Board Committees

The Board has established the following committees, namely the Audit Committee, Remuneration Committee, Nomination Committee and Strategy and Planning Committee, for overseeing particular aspects of the Company's affairs. The terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

The majority of the members of Audit Committee, Remuneration Committee and Nomination Committee are independent non-executive Directors.

Audit Committee

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the Previous CG Code and the New CG Code. The primary duties of the Audit Committee include maintaining relationship with the auditor of the Group, reviewing financial information of the Group, supervising the financial reporting system, risk management and internal control system of the Group, and the duties of corporate governance delegated by the Board.

During the Reporting Period, the Audit Committee held two meetings to review the annual financial results for the year ended 31 December 2020, the interim results and reports for the period ended 30 June 2021 and to review significant issues on the financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems and internal audit function, re-appointment of external auditor and engagement of non-audit services and relevant scope of works connected transactions and arrangements for employees to raise concerns about possible improprieties, as well as reviewing the corporate governance compliance.

During the Reporting Period, the Audit Committee also met the external auditor twice.

董事委員會

董事會已成立以下委員會：分別為審核委員會、薪酬委員會、提名委員會及戰略與規劃委員會，以監察本公司特定方面的事務。審核委員會、薪酬委員會及提名委員會的職權範圍刊載於本公司網站及聯交所網站，並於股東要求時可供查閱。

審核委員會、薪酬委員會及提名委員會的成員大多數為獨立非執行董事。

審核委員會

審核委員會的職權範圍的嚴苛程度概不遜於原企業管治守則及新企業管治守則所載列的標準。審核委員會的主要職責包括維持與本集團核數師的關係；審閱本集團的財務資料；監督本集團的財務報告制度、風險管理及內部監控系統；以及董事會指派的企業管治職責。

於報告年度內，審核委員會共舉行了兩次會議，以審閱截至2020年12月31日止年度的年度財務業績及截至2021年6月30日止期間的中期業績及報告，以及審閱有關財務報告、經營及合規控制、風險管理及內部監控制度與內部審核職能的有效性、續聘外聘核數師及參與非審核服務及工作的相關範圍、關連交易及保證員工就或有不當行為提出關注的安排以及檢討企業管治合規情況等重大議題。

於報告年度內，審核委員會亦曾與外聘核數師舉行兩次會議。



Corporate Governance Report

企業管治報告

Rule 3.21 of the Listing Rules requires the Audit Committee to comprise a minimum of three members with independent non-executive Directors in majority and at least one member with appropriate professional qualifications or accounting or related financial management expertise. On 17 September 2021, Mr. JIA Hongbo ceased to act as a member of the Audit Committee. Following the cessation, the members of the Audit Committee decreased from three to two, falling below the minimum number of three required under the terms of reference of the Audit Committee. The Company also failed to meet the composition requirement of the audit committee under Rule 3.21 of the Listing Rules. On 1 December 2021, Mr. CHEN Hong was appointed as a member of the Audit Committee. With the appointment, the Company has complied with the composition requirement of the Audit Committee under Rule 3.21 of the Listing Rules.

As of the date of this annual report, the Audit Committee consists of three members, namely, Mr. LEE Kong Wai, Conway, Mr. WANG Xuexian and Mr. CHEN Hong, all of them are independent non-executive Directors. Mr. LEE Kong Wai, Conway, with appropriate professional qualifications and accounting or related finance management expertise, is the chairman of the Audit Committee.

Remuneration Committee

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the Previous CG Code and the New CG Code. The primary functions of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages of individual Directors and senior management, the remuneration policy and structure for all Directors and senior management; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

The Remuneration Committee adopted the model set out in item (ii) under the Code Provision B.1.2(c) of the Previous CG Code (which was rearranged to code provision E.1.2 (c) of the New CG Code), i.e., making recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

During the Reporting Period, the Remuneration Committee met four times to review and make recommendation to the Board on the remuneration policy and structure of the Company, and the performance and the remuneration packages of the executive Directors and senior management, and review the terms of executive Directors' service contracts and other related matters, including recommending the reduction of directors' remunerations during the Reporting Period.

《上市規則》第3.21條規定審核委員會須包括至少三名成員，獨立非執行董事須佔大多數，以及至少一名成員具備適當的專業資格或會計或相關財務管理專業知識。於2021年9月17日，賈紅波先生不再擔任審核委員會成員。於其卸任後，審核委員會成員由三人減至兩人，少於審核委員會職權範圍中最少三人的規定。本公司亦不符合《上市規則》第3.21條下審核委員會的人數規定。於2021年12月1日，陳弘先生獲委任為審核委員會成員。隨著此項委任，本公司已符合《上市規則》第3.21條下審核委員會的組成規定。

截至本年報日期，審核委員會由三名成員組成，分別為李港衛先生、王學先先生及陳弘先生，彼等均為獨立非執行董事。李港衛先生具備適當專業資格及會計或相關財務管理專業知識，為審核委員會主席。

薪酬委員會

薪酬委員會的職權範圍的嚴苛程度概不遜於原企業管治守則及新企業管治守則所載列的標準。薪酬委員會的主要職責包括審閱個別董事及高級管理層的薪酬待遇、全體董事及高級管理層的薪酬政策及架構並就此向董事會提供意見，及設立透明程序以制定有關薪酬政策及架構，從而確保概無董事或任何彼等的聯繫人士參與釐定彼等自身的薪酬。

薪酬委員會採用了原企業管治守則條文第B.1.2(c)條（重排為新企業管治守則守則條文第E.1.2條）項下第(ii)款中所列模式，即向董事會建議個別執行董事及高級管理人員的薪酬待遇。

薪酬委員會於報告年度舉行了四次會議，以審閱本公司薪酬政策及架構，以及執行董事及高級管理層的表現及薪酬待遇、審閱執行董事的服務合約及其他相關事宜（包括於報告年度內建議減少董事薪酬），並就此向董事會提供意見。

Corporate Governance Report

企業管治報告

As of the date of this annual report, the Remuneration Committee consists of three members, namely, executive Director Ms. CHAN Kim Yung, Eva, independent non-executive Director Mr. LEE Kong Wai, Conway and independent non-executive Director Mr. WANG Xuexian, respectively. Mr. LEE Kong Wai, Conway is the chairman of the Remuneration Committee.

於本年報日期，薪酬委員會由三位成員組成，分別為執行董事陳劍瑢女士、獨立非執行董事李港衛先生及獨立非執行董事王學先先生。李港衛先生為薪酬委員會主席。

In addition to the information about remuneration disclosed in note 14 and note 15 to the consolidated financial statements on pages 269 to 273 of this annual report, the remuneration of the other senior management of the Company falls in the following bands:

除於本年報第269頁至第273頁的綜合財務報表附註14和附註15披露的薪酬資料外，本公司其他高級管理人員的薪酬等級在以下組別內：

Number of Members of Senior Management 高級管理層人數

| | | |
|--------------------------------|-------------------------|---|
| Nil to HK\$1,000,000 | 零至1,000,000港元 | 3 |
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001港元至1,500,000港元 | 1 |
| HK\$1,500,001 to HK\$2,000,000 | 1,500,001港元至2,000,000港元 | 1 |
| HK\$2,000,001 to HK\$2,500,000 | 2,000,001港元至2,500,000港元 | 1 |
| HK\$2,500,001 to HK\$3,000,000 | 2,500,001港元至3,000,000港元 | 0 |
| Over HK\$3,000,001 | 3,000,001港元以上 | 1 |

Corporate Governance Report

企業管治報告

Nomination Committee

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the Previous CG Code and the New CG Code. The primary duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of independent non-executive Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board Diversity Policy. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Director Nomination Policy below that are necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

During the Reporting Period, the Nomination Committee met four times to review the structure, size and composition of the Board and the independence of the independent non-executive Directors, and to consider the qualifications of the retiring Directors standing for election at the annual general meeting and extraordinary general meetings, and to consider the appointment of Director and chief technology officer. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

Code Provision A.5.1 of the Previous CG Code (which was upgraded to Rule 3.27A of the Listing Rules) requires an issuer to establish a Nomination Committee chaired by the chairman of the board or an independent non-executive Director and comprises a majority of independent non-executive Directors. On 17 September 2021, Mr. JIA Hongbo ceased to act as a member of the Nomination Committee. Following the cessation, the members of the Nomination Committee decreased from three to two, falling below the minimum number of three required under the terms of reference of the Nomination Committee. The Company also failed to meet the composition requirement of the Nomination Committee under Code Provision A.5.1 of the Previous CG Code (which was upgraded to Rule 3.27A of the Listing Rules). On 1 December 2021, Mr. CHEN Hong was appointed as a member of the Nomination Committee. With the appointment, the Company has complied with the composition requirement of the Nomination Committee under Code Provision A.5.1 of the Previous CG Code (which was upgraded to Rule 3.27A of the Listing Rules).

提名委員會

提名委員會的職權範圍的嚴苛程度概不遜於原企業管治守則及新企業管治守則所載列的標準。提名委員會的主要職責包括檢討董事會的架構，發展及制定提名及委任董事的相關程序，就董事委任及繼任計劃向董事會提供意見，以及評估獨立非執行董事的獨立性。

評估董事會的組成時，提名委員會會考慮本公司董事會成員多元化政策所列的有關董事會成員多元化的不同方面及因素。提名委員會會討論及就董事會成員多元化可量化目標達成共識(如需要)，並建議董事會採納。

在物色及挑選本公司董事合適候選人時，提名委員會向董事會提出建議前，會考慮到以下載於董事提名政策相關必要條件，以配合企業策略及達成董事會成員多元化(如適合)。

於報告年度內，提名委員會舉行四次會議以檢討董事會結構、人數及組成以及獨立非執行董事的獨立性，以及考慮於股東周年大會及股東特別大會上膺選連任的退任董事的資格以及考慮董事及首席技術官的委任。提名委員會認為，董事會已維持適當平衡的多元化觀點。

原企業管治守則的守則條文第A.5.1條(更新為上市規則第3.27A條)規定，發行人須成立提名委員會，由董事會主席或獨立非執行董事擔任主席及獨立非執行董事應佔大多數。於2021年9月17日，賈紅波先生不再擔任提名委員會成員。於其卸任後，提名委員會成員由三人減至兩人，少於提名委員會職權範圍中最少三人的規定。本公司亦不符合原企業管治守則的守則條文第A.5.1條(更新為上市規則第3.27A條)下提名委員會的組成規定。於2021年12月1日，陳弘先生獲委任為提名委員會成員。隨著此項委任，本公司已符合原企業管治守則的守則條文第A.5.1條(更新為上市規則第3.27A條)下提名委員會的組成規定。

Corporate Governance Report

企業管治報告

As of the date of this annual report, the Nomination Committee consists of three members, namely, executive Director and chairman of the Company Mr. WANG Donglei, independent non-executive Director Mr. LEE Kong Wai, Conway and independent non-executive Director Mr. CHEN Hong, respectively. Mr. WANG Donglei is the chairman of the Nomination Committee.

Board Diversity Policy

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board. The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Pursuant to the Board Diversity Policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industry experience.

The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered.

The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

At present, the Nomination Committee considered that the Board is sufficiently diverse and the Board has not set any measurable objectives.

於本年報日期，提名委員會由三位成員組成，分別為本公司執行董事及董事長王冬雷先生、獨立非執行董事李港衛先生及獨立非執行董事陳弘先生。王冬雷先生為提名委員會主席。

董事會多元化政策

本公司已採納董事會多元化政策，當中載列達致董事會多元化的方法。本公司明白並深信董事會多元化的裨益，並視董事會層面日益多元化為維持本公司競爭優勢的要素。

根據董事會成員多元化政策，提名委員會將每年檢討董事會的架構、規模及組成，並在適當情況下，就為了配合本公司的企業戰略而擬對董事會作出之變動及確保董事會保持均衡、多元化構成的事宜，提出建議。就檢討及評估董事會構成而言，提名委員會致力於尋求各個層面的多元化，以及將考慮多個方面，包括但不限於性別、年齡、文化及教育背景、專業資質、技能、知識以及地區及行業經驗。

本公司旨在就本公司業務增長維持適當平衡的多元化觀點，同時亦致力確保自董事會以下各級人員的招聘及甄選流程具有適當架構，以便招徠多元背景的人選供本公司考慮。

董事會將考慮設定可計量的目標，以落實多元化政策，並不時檢討該等目標，以確保其合適性及確定達致該等目標的進度。

提名委員會現時認為董事會具有足夠的多元化，而董事會未設定任何可計量的目標。



Corporate Governance Report

企業管治報告

The Nomination Committee reviews the Board Diversity Policy, as appropriate, to ensure its effectiveness.

Director Nomination Policy

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee of the Company.

The Company has adopted a Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- Diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- Requirements of independent non-executive Directors on the Board and independence of the proposed independent non-executive Directors in accordance with the Listing Rules; and
- Commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

The Nomination Committee reviews the Director Nomination Policy, as appropriate, to ensure its effectiveness.

提名委員會適時檢討董事會多元化政策，以確保其行之有效。

董事提名政策

董事會將其甄選及委任董事的責任及權利指派予本公司提名委員會。

本公司已採納董事提名政策，當中載列有關董事提名及委任的甄選準則及程序及董事會繼任計劃考慮因素，旨在確保董事會成員具備切合本公司要求及董事會持續性的技能、經驗及多元觀點以及維持董事會的領導角色。

董事提名政策載列評估候選人是否適任及對董事會的潛在貢獻的有關因素，包括但不限於以下各項：

- 品格及誠信；
- 資格，包括與本公司業務及公司戰略有關的專業資格、技能、知識及經驗；
- 所有方面的多元化，包括但不限於性別、年齡（18歲或以上）、文化及教育背景、民族、專業經驗、技能、知識及服務年期；
- 根據《上市規則》，對董事會獨立非執行董事的要求及候任獨立非執行董事的獨立性；及
- 就作為本公司董事會及／或董事委員會成員履行職責投入的時間及關注而作出的承諾。

董事提名政策亦載列於股東大會上甄選及委任新董事以及重選董事的程序。

提名委員會適時檢討董事提名政策，以確保其行之有效。

Corporate Governance Report

企業管治報告

Strategy and Planning Committee

The primary function of the Strategy and Planning Committee is to propose and formulate the strategic development plan of the Company for the Board's consideration.

As of the date of this annual report, the Strategy and Planning Committee consists of four members, namely, executive Director Mr. WANG Donglei, executive Director Mr. XIAO Yu, executive Director Ms. CHAN Kim Yung, Eva and independent non-executive Director Mr. WANG Xuexian, respectively. Mr. WANG Donglei is the chairman of the Strategy and Planning Committee. During the Reporting Period, one meeting was convened by the Strategy and Planning Committee.

Corporate Governance Functions

The Board has delegated the responsibility for performing the functions set out in the Code Provision D.3.1 of the Previous CG Code (which was rearranged to Code Provision A.2.1 of the New CG Code) to the Audit Committee.

During the Reporting Period, the Audit Committee had reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Employee Written Guidelines, and the Company's compliance with the Previous CG Code and disclosure in this Corporate Governance Report.

戰略與規劃委員會

戰略與規劃委員會的主要職責為建議及制定本公司策略發展計劃以供董事會考慮。

於本年報日期，戰略與規劃委員會由四位成員組成，分別為執行董事王冬雷先生、執行董事肖宇先生、執行董事陳劍瑢女士及獨立非執行董事王學先先生。王冬雷先生為戰略與規劃委員會主席。於報告年度內，戰略與規劃委員會召開了一次會議。

企業管治職能

董事會已指派審核委員會負責履行原企業管治守則的守則條文第D.3.1條（重排為新企業管治守則守則條文第A.2.1條）所載職能。

於報告年度內，審核委員會已檢討本公司企業管治政策及常規，董事及高級管理層的培訓及持續專業發展，本公司遵守法律及監管規定的政策及常規，遵守標準守則及僱員書面指引的情況，以及本公司遵守原企業管治守則及於本企業管治報告作出披露的情況。



Corporate Governance Report

企業管治報告

Attendance Records of Directors

Regular Board meetings should be held at least four times a year involving active participation, either in person or through electronic means of communication, of a majority of Directors.

During the Reporting Period, the Company held nine Board meetings in total. The attendance record of each Director at the Board and Board committee meetings and the general meetings of the Company held during the Reporting Period is set out in the table below:

董事出席會議的記錄

定期董事會會議須每年至少召開四次，由大部份董事親身或透過電子通訊方式出席。

於報告年度內，本公司共舉行九次董事會會議。各董事出席於報告年度舉行的董事會及董事委員會會議以及本公司股東大會的記錄載列於下表：

| Name of Director | 董事姓名 | Attendance/Number of Meetings | | | | | General Meeting |
|------------------------|-----------|-------------------------------|-----------------|------------------------|----------------------|---------------------------------|-----------------|
| | | Board | Audit Committee | Remuneration Committee | Nomination Committee | Strategy and Planning Committee | |
| | | 董事會 | 審核委員會 | 薪酬委員會 | 提名委員會 | 戰略與規劃委員會 | 股東大會 |
| WANG Donglei | 王冬雷 | 9/9 | | | 4/4 | 1/1 | 3/3 |
| CHAN Kim Yong, Eva | 陳劍瑤 | 9/9 | | 4/4 | | 1/1 | 3/3 |
| XIAO Yu | 肖宇 | 9/9 | | | | 1/1 | 3/3 |
| CAO Qin (Note 1) | 曹琴 (附註1) | 5/5 | | | | | 2/2 |
| WANG Dongming (Note 2) | 王冬明 (附註2) | 3/3 | | | | | 0/1 |
| WANG Keven Dun | 王頓 | 9/9 | | | | | 3/3 |
| YE Yong | 叶勇 | 9/9 | | | | | 3/3 |
| LEE Kong Wai, Conway | 李港衛 | 9/9 | 2/2 | 4/4 | 4/4 | | 3/3 |
| WANG Xuexian | 王學先 | 9/9 | 2/2 | 4/4 | | 1/1 | 2/3 |
| JIA Hongbo (Note 3) | 賈紅波 (附註3) | 4/4 | 2/2 | | 3/3 | | 2/2 |
| CHEN Hong (Note 4) | 陳弘 (附註4) | 1/1 | N/A 不適用 | | N/A 不適用 | | N/A 不適用 |

Notes:

- Ms. CAO Qin was appointed as an executive Director on 19 July 2021.
- Mr. WANG Dongming retired at the annual general meeting of the Company on 11 June 2021.

附註：

- 曹琴女士於2021年7月19日獲委任為執行董事。
- 王冬明先生於2021年6月11日的本公司股東周年大會上退任。

Corporate Governance Report

企業管治報告

3. Mr. JIA Hungbo resigned as independence non-executive Director, a member of the Audit Committee and a member of the Nomination Committee on 17 September 2021.
4. Mr. CHEN Hong was appointed as independence non-executive Director, a member of the Audit Committee and a member of the Nomination Committee on 1 December 2021.

During the Reporting Period, no Board or Committee meeting was attended by a Director's alternate.

Apart from regular Board meetings, the Chairman also held one meeting with independent non-executive Directors without the presence of other Directors during the Reporting Period.

Risk Management and Internal Controls

The Board confirms its responsibilities for the risk management and internal control of the Group and shall examine its effectiveness through the Audit Committee to safeguard the assets and investment of the Group as well as the interests of Shareholders. The risk management and internal control system aims at the management but not the elimination of risks of failure to attain the business target, and only provides reasonable but not absolute guarantee for not having material misstatements or losses.

Characteristics of the risk management and internal control system of the Company, and the program for reviewing the effectiveness of the risk management and internal control system:

The Board shall be responsible for the risk management and internal control system, continue to inspect its effectiveness and warrant that the Group shall establish and maintain the effective risk management and internal control system; inspect the risk management and internal control system of the Group at least once a year; supervise the management in respect of the design, implementation and supervision of the risk management and internal control system.

3. 賈紅波先生於2021年9月17日辭任獨立非執行董事、審核委員會成員及提名委員會成員。

4. 陳弘先生於2021年12月1日獲委任為獨立非執行董事、審核委員會成員及提名委員會成員。

於報告年度內，概無替任董事代為出席董事會或委員會會議。

除定期董事會會議外，於報告年度內，主席亦與獨立非執行董事舉行一次會議，而並無其他董事出席。

風險管理及內部監控

董事會確認其對本集團風險管理和內部控制系統的責任，並通過審核委員會審查其有效性，以保障本集團的資產及投資以及股東利益。該風險管理及內部控制系統乃旨在管理而非消除未能達成業務目標之風險，而且只能就不會有重大失實陳述或損失作出合理而非絕對保證。

本公司的風險管理和內部控制系統的特點，以及用以檢討風險管理及內部監控系統有效性的程序：

董事會對風險管理及內部控制系統負責並持續檢查其有效性，保證本集團建立及維持有效的風險管理及內部監控系統；最少每年一次對本集團的風險管理及內部控制系統進行檢查；監督管理層對風險管理及內部控制系統的設計、實施及監督。



Corporate Governance Report

企業管治報告

The Audit Committee shall be responsible for the inspection of the risk management and internal control system of the Company; the assessment for the outcome of the evaluating and auditing the risk management and internal control system; the supervision and promotion of rectifying the defects of the risk management and internal control; the discussion with the management over the risk management and internal control system in order to ensure that the management has performed its duties to set up the effective system; at the same time, proactively or upon the appointment by the Board, the research in respect of the material investigation outcome regarding the matters of the risk management and internal control system and the response of the management for the outcome of the investigation.

The management shall undertake the duties of risk management and internal control; formulate the appropriate strategy in response to the risk; conduct the risk alert in advance and promptly issue the risk management report; at the same time, be responsible for evaluating the internal control; identify the defects of the internal control and formulate the rectification scheme; inform the Board and the Audit Committee of the relevant information.

Programs for Identifying, Assessing and Managing the Material Risk:

Risk identification: to determine the standards for measuring the risk; identify the potential risk which may affect the Group.

Risk assessment: to assess the identified risk and classify the level of the risk.

Risk response: to select the strategy in response to the level of the risk for the risk control department to follow up whether the strategy in response is effective; at the same time, formulate the relevant policy in response to avoid the recurrence of the risk or minimise the relevant risk.

Risk supervision: to continue the regular inspection of the relevant risk; promptly revise the risk management and internal control procedure; ensure that the relevant controlling procedure is appropriate and effective; provide the management and the Board with the regular report on the outcome of risk supervision.

The Company has set up the internal audit and risk control department to regularly monitor and assess the internal risk and control system of each department in order to determine the risk which may affect the business and other aspects of the Group (including key operational and financial processes, regulatory compliance and information safety).

審核委員會負責檢查本公司風險管理及內部控制系統；評估風險管理及內部控制評價和審計的結果，督促風險管理及內控缺陷的整改；並與管理層討論風險管理及內部控制系統，確保管理層已履行職責建立有效的系統；同時，主動或應董事會的委派，就有關風險管理及內部控制事宜的重要調查結果及管理層對調查結果的回應進行研究。

管理層承擔風險管理及內部監控的職責，制定應對風險的對策，進行風險預警及按時出具風險管理報告。同時，負責內部控制評價工作，識別內部控制缺陷並制定整改方案，並將相關資料回饋至董事會及審核委員會。

用於識別、評估及管理重大風險的程序：

風險識別：確定風險衡量標準，識別可能對本集團構成潛在影響的風險。

風險評估：對識別出的風險進行評估並劃分風險等級。

風險應對：根據風險等級選擇應對策略，並由風險管控部門跟進相關應對策略是否有效；同時制定相關對策避免風險的再次發生或降低相關風險。

風險監督：持續並定期檢查有關風險，適時修訂風險管理及內部監控程序，保證相關監控程序適當及有效；向管理層及董事會定期匯報風險監督的結果。

本公司已設立內部審核與風險控制部，以定期對各部門進行內部風險和控制系統進行監控和評估，以確定可能影響本集團業務及其他方面（包括關鍵營運及財務流程、監管合規及信息安全）的風險。

Corporate Governance Report

企業管治報告

With the support from the Audit Committee, the Board, having examined the risk management and internal control system for the year as of 31 December 2021 (including the financial, operational and compliance control) by means of the risk assessment report and the internal audit report, is of the opinion that such systems are effective and adequate. The annual examination has also covered the adequacy of resources, employees' qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions.

The Company has set up the program for the purpose of issue-reporting, so as to encourage the employees of the Company to express their concerns on the premise of confidentiality in respect of the potential misconduct concerning the financial report, the internal control or other matters of the Company.

As for the surveillance and disclosure of the inside information, the Company has adopted the policy for the disclosure of inside information, with the aim to ensure that the internal personnel shall comply with the requirements for confidentiality and perform the responsibility for the disclosure of inside information. The policy has expressly set forth the identification of inside information and the decision-making tree for taking the required action. The employees and other relevant parties shall maintain strict confidentiality in respect of the inside information. In the event of disclosing the inside information, it shall be made on the fair, true and effective basis.

Directors' Responsibility in Respect of the Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements of the Group for the year ended 31 December 2021.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditor of the Company about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 161 to 168 of this annual report.

董事會在審核委員會的支持下藉助風險評估報告及內部審核報告審查了截至2021年12月31日止年度的風險管理和內部監控制度，包括財務、營運及合規控制，並認為該等體系為有效及足夠。年度審查亦涵蓋本公司在會計、內部審核及財務匯報職能方面的資源、員工資歷和經驗、員工培訓及有關預算的充足性。

本公司設立舉報程序，以鼓勵本公司職員在保密的前提下就財務報告、內部監控或本公司其他事項可能出現的不當行為提出關注。

有關內幕消息之監視及披露，本公司已採納內幕消息披露政策，旨在確保內部人士遵守保密要求，並履行內幕消息的披露責任。政策清晰載述辨別內幕消息及所需採取行動之決策樹。僱員及其他相關方須對內幕消息嚴謹保密。倘就內幕消息作出披露，方法須為公平、真實及有效。

董事有關財務報表的責任

董事確認彼等編製本集團截至2021年12月31日止年度財務報表的責任。

董事並不知悉任何重大不確定因素涉及可能對本公司持續經營能力造成重大疑惑的事件或情況。

本公司獨立核數師有關其對綜合財務報表的申報責任的聲明載於本年報第161頁至第168頁的獨立核數師報告內。



Corporate Governance Report

企業管治報告

Auditors' Remuneration

The remuneration paid to the Company's external auditor of the Company, Deloitte Touche Tohmatsu, in respect of audit and non-audit services for the Reporting Period is set out below:

| Service Category | 服務項目 | Fees Paid/Payable 已付／應付費用 RMB'000 千人民幣 |
|--|---|---|
| Audit Services: – mainly related to annual audit | 審核服務： – 主要涉及年度審計 | 4,270 |
| Non-audit Services: – mainly related to interim review – mainly related to financial advisory and tax consultancy services | 非審核服務： – 主要涉及中期審閱 – 主要涉及財務顧問及稅務諮詢服務 | 780 1,185 |
| | | 6,235 |

Company Secretary

Ms. TEH Lai Ching has been appointed as the Company's company secretary. Ms. Teh is a director of KCAT Company Secretarial Limited, a professional services provider specializing in company secretarial services.

All Directors have access to the advice and services of the company secretary on corporate governance and board practices and matters. Mr. NG Hon Lun, the chief financial officer of the Company has been designated as the primary contact person at the Company which would work and communicate with Ms. TEH Lai Ching on the Company's corporate governance and secretarial and administrative matters.

During the Reporting Period, Ms. TEH Lai Ching has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

核數師酬金

本公司就報告年度的審核及非審核服務支付予本公司外聘核數師德勤•關黃陳方會計師行的薪金載列如下：

公司秘書

鄭麗晶女士已獲委任為本公司公司秘書。鄭女士為吉利達公司秘書有限公司的董事，該公司為一間專門提供公司秘書服務的專業服務公司。

全體董事均可就企業管治及董事會常規及事宜取得公司秘書的意見及服務。本公司首席財務官伍曠倫先生已獲指定為本公司主要聯絡人士，將就本公司企業管治、秘書及行政事宜與鄭麗晶女士協作及溝通。

於報告年度內，鄭麗晶女士已遵守《上市規則》第3.29條的規定，接受不少於15小時的相關專業培訓。

Shareholders' Rights

To safeguard Shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Director. Pursuant to the Listing Rules, all resolutions put forward at general meetings will be voted on by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

Convening an Extraordinary General Meeting by Shareholders

Pursuant to Article 58 of the Company's Articles of Association, an extraordinary general meeting (the "EGM") may be convened by the Board upon requisition of one or more Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of the deposit of the requisition, the Board fails to proceed to convene such EGM, the requisitionist(s) himself (themselves) may do so in the same manner, while all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

The requisitionist(s) must state the objects clearly in the requisition, sign the requisition and deposit the same to the Board or the company secretary or the primary contact person of the Company.

Putting Forward Proposals at General Meetings

There are no provisions allowing Shareholders to put forward new resolutions at the general meetings under the Cayman Islands Companies Law (2020 Revision) or the Articles of Association of the Company. However, Shareholders who wish to put forward proposal at general meetings may convene an EGM following the procedures set out above.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

股東權利

為保障股東權益及權利，各重大個別事宜（包括推選個別董事）以獨立決議案形式於股東大會上提呈。根據《上市規則》，除主席以誠實信用原則作出決定，容許純粹有關程序或行政事宜的決議案以舉手方式表決外，所有於股東大會上提呈的決議案將以投票方式表決，而投票表決結果將於各股東大會後刊載於本公司及聯交所網站。

股東召開股東特別大會

根據本公司組織章程細則第58條，持有不少於本公司繳足股本（附有於本公司股東大會的投票權）十分之一的一名或以上股東遞交要求後，董事會可召開股東特別大會（「股東特別大會」）。有關會議須於有關要求遞交後兩個月內舉行。倘於要求遞交後21日內，董事會未能召開股東特別大會，則遞交要求人士可自行按相同方式召開有關大會，而遞交要求人士因董事會未能召開有關大會而產生的所有合理費用須由本公司補償予遞交要求人士。

遞交要求人士須在要求中指明大會目的，簽署要求書並將其遞交予本公司董事會或公司秘書或主要聯絡人士。

於股東大會上提出議案

開曼群島公司法（2020年修訂版）及本公司組織章程並無條文准許股東於股東大會上提呈新決議案。然而，有意於股東大會上提出議案的股東可根據上文所載的程序召開股東特別大會。

向董事會作出查詢

就向董事會作出任何查詢而言，股東可將書面查詢送交至本公司。本公司通常不會處理口頭或匿名查詢。

Corporate Governance Report

企業管治報告

Contact Details

Shareholders may send their requisitions, proposed resolutions for the general meeting or enquiries to the Board as mentioned above to the primary contact person of the Company as set out below:

Name: The Chairman of NVC International Holdings Limited
Address: Unit 705, 7/F., Building 20E, Phase 3, Hong Kong Science Park,
Pak Shek Kok, New Territories, Hong Kong
Fax: (852) 2375 1385
Email: ir@nvc-international.com

For the avoidance of doubt, Shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

Communication with Shareholders and Investors

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. The chairman of the Board as well as chairman of Audit Committee, Remuneration Committee and Nomination Committee or, in their absence, other members of the respective committees will make themselves available at the annual general meetings to meet Shareholders and answer their enquiries.

During the Reporting Period, there were no amendments made to the constitutional documents to the Company. An up-to-date version of the Company's Articles of Association is also available on the Company's website and the Stock Exchange's website.

To promote effective communication, the Company maintains a website at www.nvc-international.com, where information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are available for public access.

聯絡詳情

股東可將上文召開股東大會的要求、提呈議案或向董事會的查詢送交至下文所載本公司主要聯絡人士：

名稱：雷士國際控股有限公司董事長
地址：香港新界白石角香港科學園三期
20E大樓7樓705室
傳真：(852) 2375 1385
電郵：ir@nvc-international.com

為免生疑，股東須於上述地址存置及發出正式簽署之書面要求、通知或聲明或查詢（視情況而定）之正本，並提供其全名、聯絡詳情及身份，以便本公司回覆。股東資料可能根據法律規定而予披露。

與股東及投資者的溝通

本公司相信，與股東有效溝通乃促進投資者關係及投資者瞭解本集團業務表現及策略所必需。本公司盡力保持與股東之間的對話，尤其是透過股東周年大會及其他股東大會。董事會主席、審核委員會主席、薪酬委員會主席及提名委員會主席（如彼等未能出席，則各委員會成員），將出席股東周年大會，以會見股東及回答彼等的提問。

於本報告年度內，本公司的憲章文件並無作出修訂。本公司最新的組織章程亦可於本公司網站及聯交所網站查詢。

為促進有效溝通，本公司設有網站 www.nvc-international.com，網站載有本公司業務發展及營運、財務資料、企業管治常規及其他資料，以供公眾人士查閱。

Corporate Governance Report

企業管治報告

Policies relating to Shareholders

The Company has in place a Shareholders' Communication Policy to ensure that Shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

The Company has adopted a Dividend Policy on payment of dividends pursuant to Code Provision E.1.5 of the Previous CG Code (which was rearranged to Code Provision F.1.1 of the New CG Code) that has become effective from 1 January 2019. In recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its Shareholder value. The Company intends to distribute no less than 30% of its annual net profits as dividends to its Shareholders, subject to the conditions and factors as set out below.

The Board has the discretion to declare and distribute dividends to the Shareholders of the Company, subject to the Memorandum and Articles of the Association of the Company and all applicable laws and regulations and the factors set out below. The Board shall also take into account the following factors of the Group when considering the declaration and payment of dividends, including financial results, cash flow situation, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, interests of Shareholders, any restrictions on payment of dividends and any other factors that the Board may consider relevant.

Depending on the financial conditions of the Company and the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period as interim dividend, final dividend, special dividend and any distribution of net profits that the Board may deem appropriate. Any final dividend for a financial year will be subject to Shareholders' approval. The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate. Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Company's Memorandum and Articles of Association.

The Board will review the Dividend Policy as appropriate from time to time.

Going Concern

There are no material uncertainties relating to events or conditions that cast significant doubt upon the Company's ability to continue as a going concern.

與股東有關的政策

本公司已制定股東溝通政策，以確保妥善處理股東的意見及關注事項。該政策予以定期檢討，以確保其行之有效。

本公司已根據原企業管治守則的守則條文第E.1.5條（重排為新企業管治守則守則條文第F.1.1條）（自2019年1月1日起生效），就股息派付採納股息政策。於建議或宣派股息時，本公司應維持足夠現金儲備，以應付其營運資金需求、未來增長以及其股權價值。在符合下列條件及因素的情況下，本公司擬向其股東分派不少於其年度淨利潤的30%，作為股息。

根據本公司組織章程大綱及細則、所有適用法律法規及下列因素，董事會可酌情宣派及分派股息予本公司股東。董事會在考慮宣派股息時，應同時考慮下列有關本集團的因素，包括財務業績、現金流狀況、業務狀況及策略、未來營運及收入、資金需求及支出計劃、股東的利益、任何派付股息的限制及董事會可能視為相關的任何其他因素。

根據本公司及本集團的財政狀況以及上述條件及因素，董事會可於財政年度或期間建議及／或宣派中期股息、年度股息、特別股息及任何董事會認為適當的淨利潤分派作為股息。任何年度股息均須經股東批准。本公司可以現金、以股代息或董事會認為合適的其他方式宣派及派付股息。任何未領取的股息應根據本公司組織章程大綱及細則被沒收及應復歸本公司。

董事會將視情況不時檢討股息政策。

持續經營能力

概無有關任何事件或情況的重大不明朗因素可對本公司的持續經營能力構成重大疑問。

Environmental, Social and Governance Report

環境、社會及管治報告

About the Report

This is the sixth Environmental, Social and Governance Report of NVC International Holdings Limited (the “Group” or “we”). Based on the principle of openness and transparency, we report to all stakeholders in a comprehensive and objective manner the performance of the Group on Environmental, Social and Governance (“ESG”) topics in 2021. For information on the corporate governance section, please see pages 75 to 97 of the Annual Report.

Reporting Guideline and Principle

This Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide set out in Appendix 27 to the Main Board Listing Rules of The Stock Exchange of Hong Kong Limited, the Core Option of the Global Reporting Initiative Sustainability Reporting Standards, and the actual situation of the Group. The contents and data disclosed in this Report are based on internal records and files of the Group. This Report is based on the reporting principles of “materiality”, “quantitative”, “balance” and “consistency” as follows:

關於本報告

本報告為雷士國際控股有限公司（下文簡稱為「本集團」或「我們」）第六份對外發佈的《環境、社會及管治報告》。本著公開、透明的原則，我們以全面客觀的方式向各利益相關方匯報本集團2021年度於環境、社會及管治（「ESG」）議題的相關表現。有關企業管治相關信息，請參閱年報第75頁至第97頁。

報告指引及原則

本報告的編制乃根據香港聯合交易所主板上市規則附錄二十七《環境、社會及管治報告指引》，參考《全球報告倡議組織可持續發展報告標準》的核心符合方案，及結合本集團實際情況編制而成。報告所披露的內容及數據均引用本集團之內部記錄及文件。本報告以「重要性」、「量化」、「平衡」及「一致性」的報告原則為基礎，具體實踐情況如下：

| Materiality 重要性 | Quantitative 量化 | Balance 平衡 | Consistency 一致性 |
|---|---|--|---|
| <ul style="list-style-type: none">Through stakeholder engagement, we identify ESG issues that have significant economic, environmental and social impacts due to our operations and have a significant impact on stakeholder assessments and decisions, and respond in this Report.我們透過開展利益相關方溝通，識別因公司營運而產生重大經濟、環境和社會影響，並對利益相關方的評估和決策有重大影響的ESG議題，於本報告作出回應。 | <ul style="list-style-type: none">Please refer to the “Performance Data Summary” in this Report for the calculation method of the data contained in this Report and the reference standards.本報告所載數據的計算方法，以及參考的標準，請參閱於本報告之「數據表現摘要」。 | <ul style="list-style-type: none">We disclose both positive and negative impacts arising from the Group’s operations for review by stakeholders.我們披露因本集團營運所產生的正面及負面的影響，以供利益相關方檢閱。 | <ul style="list-style-type: none">In order to maintain the comparability of information, unless otherwise stated, the statistical method of disclosures in this Report is consistent with the past and presented in a meaningful comparative manner.為保持訊息的可比性，除非另有說明，本報告的披露統計方法與以往保持一致，並以有意義的比較方式呈列。 |

Environmental, Social and Governance Report

環境、社會及管治報告

Reporting Boundary and Reporting Period

During the year, the Group reviewed the process of defining the reporting boundary. The threshold is set at companies which we have a stake exceeding 50%. The social performance data in the Report cover the Guangdong Zhuhai headquarter office and Greater China Business Center of NVC International Holdings Limited, Zhejiang Jiangshan Base, Shanghai Qingpu Base, Guangdong Zhuhai Base and Vietnam NVC; the environmental performance data cover Greater China Business Center, Zhejiang Jiangshan Base, Shanghai Qingpu Base, Guangdong Zhuhai Base and Vietnam factory. The Reporting Period is the financial year from 1 January 2021 to 31 December 2021.

Feedback

We are committed to providing more comprehensive and accurate ESG information to stakeholders and welcome your comments and suggestions on this report. Contact information is as follows:

NVC International Holdings Limited
Address: Unit 705, 7/F., Building 20E, Phase 3, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong
Email address: ir@nvc-international.com
Tel: (852) 3970 2238/3970 2237
Fax: (852) 2865 1638
Website: www.nvc-international.com

報告邊界及報告期

本集團於年內梳理報告邊界，將挑選報告邊界之標準定為控股權大於50%的企業，報告中的社會表現數據覆蓋雷士國際控股有限公司總部廣東珠海辦公室及大中華區業務中心、浙江江山基地、上海青浦基地、廣東珠海基地及越南雷士；環境表現數據覆蓋大中華區業務中心、浙江江山基地、上海青浦基地、廣東珠海基地及越南工廠。本報告期為2021年1月1日至2021年12月31日的財政年度。

意見反饋

我們致力於為利益相關方提供更全面及準確的ESG資訊，歡迎您對本報告提出意見及建議。聯繫方式如下：

雷士國際控股有限公司
地址：香港新界白石角香港科學園三期20E大樓7樓705室
電郵：ir@nvc-international.com
電話：(852) 3970 2238/3970 2237
傳真：(852) 2865 1638
網站：www.nvc-international.com



Environmental, Social and Governance Report

環境、社會及管治報告

Chairman's Message

Dear stakeholders,

In 2021, while the pandemic was still around, there were global challenges and opportunities. We remained customer-oriented to focus on the fields of environment, life, health, etc., and organically combined the concept of sustainable development with brand upgrading. We took natural elements as the starting point, and with the support of technological innovation, we continued to explore new products and services to improve the living environment of human beings, which is also the key direction for product development. We strived to improve the quality of life of consumers, in order to realize the vision of sustainable development and continuous evolution and to build a smarter, more environmentally friendly and more technological living space.

Corporate Vision Leading Sustainable Development

In the reporting year, NVC International formally aligned its corporate vision and brand mission with the construction of human daily life and business operations from a more humanistic perspective. Following the purpose and direction of product research and development to improve the living environment of human beings, NVC International adhered to the corporate vision of "Empowering Your LifeScape • 讓生活如你所願". In addition to continuing to provide pre-designed full lighting solutions with high-quality lighting products according to the scene in overseas markets around the world, we actively expanded our business to the field of technology-driven health that is related to the national economy and people's livelihood, and practiced humanistic value propositions.

The corporate values and the inclination to take up its social responsibility, we not only outlined a blueprint for future development and prospects for all members of NVC, but also enabled NVC International to continue to win in the brutally competitive global markets and win respect both inside and outside the industry by fulfilling its corporate responsibility and empathy for users in the post-epidemic period. This model of binding social responsibility and brand growth will lead NVC International to the path of sustainable development and create more social value.

主席致辭

致各利益相關方：

2021年，在後疫情時期的背景下，面對全球挑戰與機遇並存的大環境，我們以客為本，深耕環境、生活、健康等領域，將可持續發展理念與品牌升級有機結合，以自然元素為切入點，在科技創新的加持下，持續探索全新產品和服務，一切以改善人類生活環境，作為產品研發關鍵方向；努力提升消費者生活品質，實現可持續發展並不斷演進的生活願景，為構築更智能，更環保，更科技的生存空間而努力。

企業願景引領可持續發展

雷士國際在這一年中，正式將企業願景與品牌使命及人類生活構築相鏈接，用更加人文的價值視角進行企業經營和運作。遵循改善人類生活環境作為產品研發的宗旨及方向，雷士國際秉承「Empowering Your LifeScape • 讓生活如你所願」的企業願景，除了在全球海外市場持續提供以優質照明產品根據場景預設計的全照明解決方案外，積極拓展業務板塊向關係國計民生的科技驅動大健康領域延展，踐行人文價值主張。

以社會責任為己任的企業價值觀和導向，不僅為雷士國際全體成員勾勒未來發展和為之奮鬥的藍圖，也為雷士國際在後疫情時期憑借企業責任感和對用戶的同理心，不斷地在覆蓋全球市場殘酷的競爭中勝利並贏得業內外的尊重。這種社會責任與品牌成長綁定的模式，將引領雷士國際走向可持續發展的道路，創造更多社會價值。

Environmental, Social and Governance Report

環境、社會及管治報告

Technological Innovation Driving Sustainable Development

NVC International regards “user first” as the sole guiding principle for enterprise development, takes improving human living environment as the purpose and direction of product research and development, and adopts a new structure of user demand-oriented research and development and product design to help us enhance core competitiveness in science and technology. The Group continues to build a matrix of scientific research laboratories in the “Technology Iron Triangle” – the international science and technology innovation center, the global industrial design center and the AIOT research institute, to comprehensively improve its technology research and development capabilities. At the same time, we have established a customer-centric big data analysis library, from data collection, data access and storage, visual query and analysis to data-driven decision-making and product intelligence, so as to realize the data-driven full link, gain a comprehensive insight into user needs and provide recommendations for targeted products and solutions. In line with the above-mentioned Technology Iron Triangle, we have simultaneously established an information and intelligence center with unique characteristics of NVC International and a customer-centric big data analysis library, from data collection, data access and storage, visual query and analysis to data-driven decision-making and product intelligence, to achieve the data-driven full link and provide targeted product development design and solutions from the three dimensions of product, technology and online experience.

With the growth and upgrade of our brand in 2021, we began addressing a more socially responsible topic – “What we can do for the world, how we can improve consumers’ lives” – with our intelligent product research development direction and strong core technical staff. While developing the market and pursuing performance growth, we do not forget to undertake social responsibilities, and follow the path of sustainable development together with society and consumers. On behalf of the Board, I would like to express my sincere gratitude to all stakeholders for their unswerving trust and support. We will continue to uphold the corporate value of “social responsibility as our own responsibility”, bind social responsibility with brand growth, and achieve sustainable development.

WANG Donglei
Chairman
April 2022

科技創新驅動可持續發展

雷士國際將「用戶為先」作為企業發展的唯一準則，以改善人類生活環境作為產品研發的宗旨及方向，以用戶需求導向研發及產品設計的全新架構，助力品牌增強科技為核心的競爭力，持續建設「科技鐵三角」科研實驗室矩陣——國際科創中心，全球工業設計中心以及AIOT研究所，全面提升技術研發能力。同時，我們建立以客戶為中心的大數據分析庫，從數據採集、數據接入與存儲、可視化查詢與分析到數據驅動決策和產品智能，實現數據驅動全鏈路，全面洞察用戶需求，提供針對性的產品和解決方案的建議。配合科技鐵三角，我們同步建立了獨具雷士國際特色的信息情報中心，建立以客戶為中心的大數據分析庫，從數據採集、數據接入與存儲、可視化查詢與分析到數據驅動決策和產品智能，實現數據驅動全鏈路，從產品，技術及線上體驗的三個維度，提供針對性的產品研發設計和解決方案。

2021年伴隨品牌成長升級，我們憑借睿智的產品研發方向和過硬的核心技術團隊，開始攻堅一個更富有社會責任感的課題——「我們能為這個世界做些什麼，我們如何讓消費者的生活更美好」。在開拓市場、追求業績增長的同時，不忘承擔社會責任，與社會、與消費者共同踐行可持續發展的道路。在此，我僅代表董事會衷心感謝各利益相關方一直以來對雷士國際的信賴與支持，我們將繼續秉承「社會責任為己任」的企業價值觀，將社會責任與品牌成長綁定，實現可持續發展。

王冬雷
董事長
2022年4月



Environmental, Social and Governance Report

環境、社會及管治報告

About NVC International

Adhering to the new corporate vision of “Empowering Your Lifescape – Let’s live as you wish”, NVC International connects its corporate vision with its brand mission and the construction of human life, and conducts business operations from a more humanistic perspective. In addition to continuing to provide pre-designed full lighting solutions with high-quality lighting products in tune with the scene in overseas markets around the world, in 2021, NVC International actively expanded its business and practiced humanistic value propositions. In the post-pandemic period that global challenges and opportunities coexist, we focused on customers and customer environment as the basis for the changeable economic forms such as “consumption structure upgrade and the rise of new marketing formats”. We are deeply engaged in the fields of environment, life, health, etc., with natural elements as the starting point, and with the support of technological innovation, we continued to explore new products and services to improve the living environment of human beings. That was the key direction of product research and development, striving to improve the quality of life of consumers, realize the vision of sustainable development and continuous evolution and build a smarter, more environmentally friendly and more technologically advanced living space.

Our production bases in China are located in Zhejiang Jiangshan, Shanghai Qingpu and Guangdong Zhuhai, and we also have one production base in Vietnam. Our overseas product development centres are in compliance with European standards, and our distributors are spread over more than 40 countries and regions around the world. In 2021, by actively participating in the capture of business opportunities in the post-epidemic era, we have achieved good results in the international lighting business and the initial strategy of the global layout of top brands, we continue to upgrade and evolve in the changing market. We have set up our headquarter in Hong Kong to prepare for our entry into overseas lighting markets and to expand our international business. During the year, we set up the Greater China Business Center to focus on business areas such as smart home, customized balconies and electrical integration, carrying forward the extraordinary influence of NVC series brands in China and vigorously expanding the brand boundaries.

關於雷士國際

秉持全新企業願景「Empowering Your Lifescape – 讓生活如你所願」，雷士國際將企業願景與品牌使命及人類生活構築相鏈接，用更加人文的價值視角進行企業經營和運作。除了在全球海外市場持續提供以優質照明產品根據場景預設計的全照明解決方案外，雷士國際在2021年中，積極拓展業務板塊，踐行人文價值主張。在後疫情時期的背景下，面對全球挑戰與機遇並存的大環境，針對「消費結構升級和新營銷業態崛起」等多變經濟形式，重視以客戶以及客戶環境為本，縱向深耕環境、生活、健康等領域，以自然元素為切入點，在科技創新的加持下，持續探索全新產品和服務，一切以改善人類生活環境，作為產品研發關鍵方向；以提升消費者生活品質，實現可持續發展並不斷演進的生活願景，構築更智能，更環保，更科技的生存空間而努力。

目前，我們於中國的生產基地位於浙江江山、上海青浦、廣東珠海等地，於越南亦設有生產基地。我們位於海外的產品開發中心符合歐洲標準，經銷機構遍佈全球逾40個國家和地區。2021年，積極投身後疫情時代商機的捕捉，實現了國際照明業務的佳績以及頂級品牌全球佈局的初步戰略，變化的市場中不斷升級演進。我們將總部設於香港，為進軍海外照明市場及拓展國際業務作準備。於年內，我們新增大中華區業務中心，專注智能家居、定制陽台以及電工集成等業務領域，延續雷士系列品牌在國內不凡的影響力，深度拓展品牌邊界。

Environmental, Social and Governance Report

環境、社會及管治報告

2021 Milestones



Brand upgrade 品牌升級

- Established a new D&H Lifelabs brand product for the IAQ (Indoor Air Quality) field
- Preparing for the launch of a new brand TamaQ in the Japanese lighting market
- The new plant growth brand GrowElite has completed the initial brand building of the global layout
- 針對IAQ (室內空氣質量) 領域，建立 D&H Lifelabs 新品牌產品
- 日本照明市場籌備推出全新品牌 TamaQ
- 全新植物生長品牌GrowElite完成全球化佈局的初步品牌搭建



Industry association 行業協會

- Officially joined the KNX China User Organization Committee
- Shenzhen Internet of Things Industry Association
- China Smart Home Industry Alliance (CSHIA)
- Shanghai Pudong Intelligent Lighting Federation
- Guangdong Custom Home Association
- China Wood Protection Industry Association, Garden and Balcony Custom Branch
- 正式成為KNX中國用戶組織委員會
- 深圳市物聯網產業協會
- 中國智能家居產業聯盟CSHIA
- 上海浦東照明聯合會
- 廣東省定制家居行業協會
- 中國木材保護工業協會花園與陽台定制分會



Honorary awards 榮譽獎項

- The “Smart Security Suite” of its brand NVC Digital won the German Red Dot Design Award
- Its brands NVC Digital and “Intelligent AIoT Control Panel” won the German iF Product Design Award
- Won the “2021 China Brand Day-China Famous Brand” award
- CEO Ms. Eva Chan won the “2021 China Brand Day-100 Outstanding Brand Entrepreneurs” award
- Won the “2021 Industry Quality Model” award
- 旗下品牌雷士數碼「智能安防套裝」榮獲德國紅點設計獎
- 旗下品牌雷士數碼和「智能AIoT控制面板」榮獲德國iF Design設計獎
- 榮獲「2021中國品牌日·中國名優品牌」獎項
- 首席執行官Eva Chan女士榮獲「2021 中國品牌日·百家優秀品牌企業家」
- 榮獲「2021行業品質典範」

Environmental, Social and Governance Report

環境、社會及管治報告

Board Statement

NVC International adheres to its corporate vision of “Empowering Your LifeScape • Make life as you wish”, and has formulated the EICC Manual and the Social Responsibility Procedures in accordance with national laws and regulations and the actual situation of its own production and operations to explicitly stipulate standards of conduct in the context of social responsibility, labor, environment, safety and health, professional ethics, etc. It also regularly arranges internal audits and management reviews, and takes effective remedial and corrective measures in a timely manner to ensure that social responsibilities are fulfilled and the principles of sustainable development are practiced.

The Board is the highest governing body overseeing ESG risk. During the year, the Board and the senior management assessed the degree of impact and possibility of ESG risks, and evaluated and prioritized them from the two dimensions, the degree of impact on the Group and the possibility of occurrence of risks. Based on the assessment results, the three risks that have the highest impact on the Group are product quality and safety hazards, business violations and customer satisfaction, while the three most likely risks are employees’ loyalty, employees training and promotion and supply chain stability. The Board reviews and supervises the potential risks of relevant issues, and continues to improve ESG risk management and related measures.

Stakeholder Engagement

Good communication is a prerequisite for win-win cooperation. We believe that stakeholder engagement is particularly important in the pursuit of sustainable development. To better understand and respond to expectations and demands of stakeholders, we have conducted materiality assessment of ESG issues and have identified ESG issues that have a significant impact on stakeholders. This assessment serves as an important reference for the Group’s future action strategy and information disclosure in this Report.

Materiality Assessment

In order to implement the “materiality” reporting principle, based on the HKEX’s reporting guidelines and peer analysis and following the Global Reporting Initiative’s (GRI) materiality assessment process including four steps of identification, prioritisation, validation and review, we have identified potential material topics that are of interest to stakeholders and are closely related to the Group’s day-to-day operations. These material topics are regularly reviewed and adjusted based on the latest developments of the Group and industry trends. During the year, according to the Group’s business strategy adjustment and AIOT industry concerns, we added two new topics, opportunities in clean technology and labor management in the supply chain, to NVC International’s list of potential material topics.

董事會聲明

雷士國際秉承「Empowering Your LifeScape • 讓生活如你所願」的企業願景，依據國家法律法規和集團自身生產運營實際情況，制定《EICC手冊》和《社會責任程序》，明確規定本集團在社會責任、勞工、環境、安全健康、職業道德等方面的行為標準，並定期安排內部審核和管理評審，以及時採取有效補救和糾正措施，確保社會責任落實到位，踐行可持續發展原則。

董事會乃監督ESG風險之最高架構。年內，董事會及高管對ESG風險的影響程度及可能性進行評估，從風險發生對集團的影響程度和風險發生可能性兩個維度進行評估和優次排序。評估結果顯示，對集團影響程度最高的三項風險為產品質量與安全隱患、經營違規和客戶滿意度；風險發生可能性最高的三項是人才忠誠度、員工培訓與晉升和供應鏈穩定性。董事會將檢討和監督有關議題的潛在相關風險，並持續完善ESG的風險管理與相關舉措。

利益相關方溝通

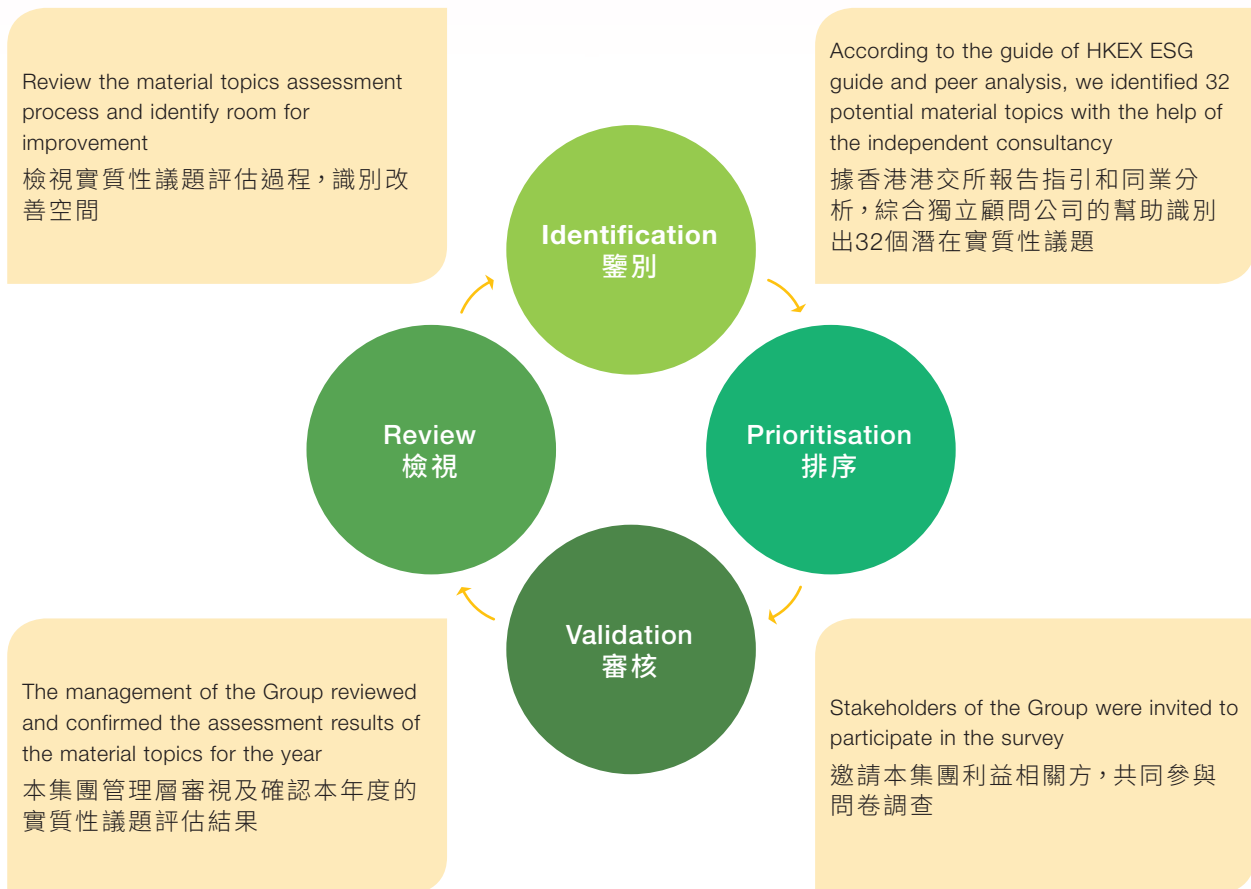
良好的溝通是合作互贏的前提，我們深信在追求可持續發展的過程中，與利益相關方的溝通尤為重要。為更好地瞭解及回應利益相關方的期望及訴求，我們透過開展ESG議題實質性評估，以識別對利益相關方產生重大影響的ESG議題，作為未來本集團行動戰略和本報告信息披露的重要參考。

實質性議題評估

為貫徹「實質性」報告原則，我們根據香港交所報告指引和同業分析，遵循全球報告倡議組織(GRI)的實質性評估過程，包括識別、排序、確證及檢視四個步驟，識別出利益相關方關注且與本集團日常營運密切相關的潛在實質性議題，並定期根據本集團發展最新情況和行業動態審視和調整這些議題。年內，我們根據集團業務戰略調整，對標AIOT行業關注，於雷士國際潛在實質性議題庫中新增清潔技術機遇和供應鏈中的勞工管理兩個議題。

Environmental, Social and Governance Report

環境、社會及管治報告



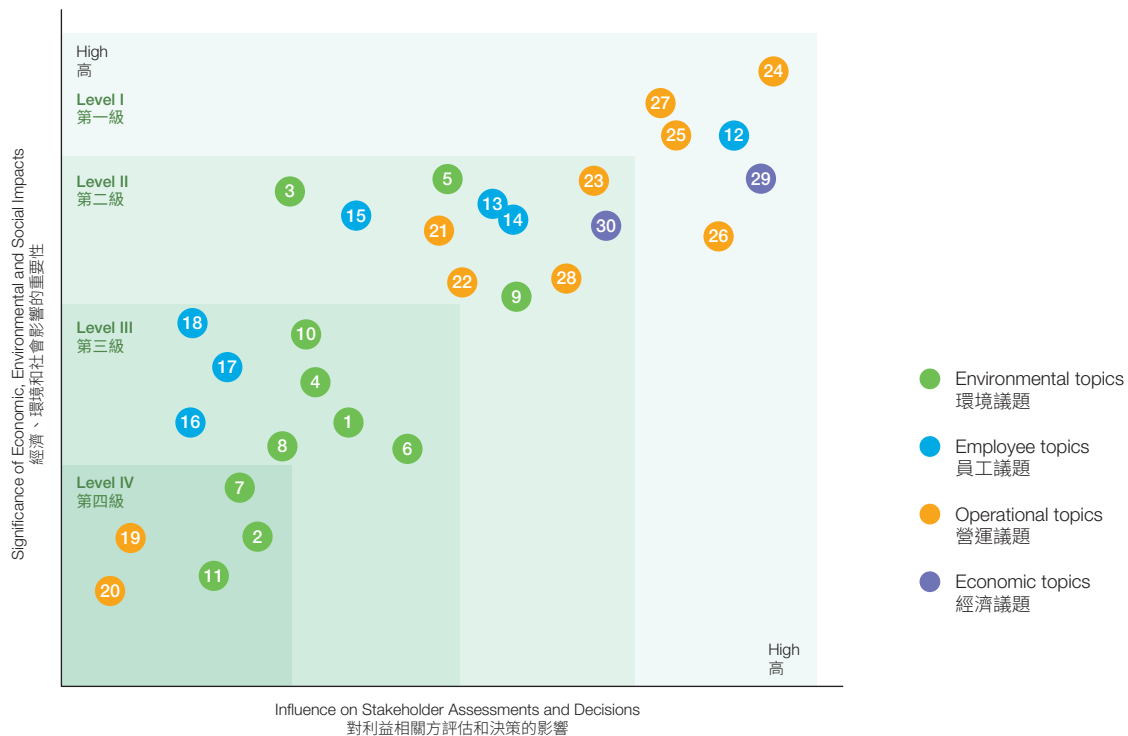
Environmental, Social and Governance Report

環境、社會及管治報告

As shown in the material topics matrix, we prioritised these potential material topics into four levels, and six topics at Level I are determined as the Group's material topics. The management of the Group reviewed the material topics identified in the previous materiality assessment and determined that these issues were still material to the Report.

如實質性議題矩陣所示，這些潛在實質性議題被排序並分為四個級別，其中位於第一級別的六個議題被定為本集團的實質性議題。集團管理層檢視之前實質性評估中得出的實質性議題，並確定該議題仍適用於本報告。

Material Topics Matrix
實質性議題矩陣



| Level I 第一級 | Level II 第二級 | Level III 第三級 | Level IV 第四級 |
|---|---|--|--|
| <ul style="list-style-type: none"> 12 Talent management 人才管理 24 Product quality management 產品質量管理 25 Research and development, and intellectual property rights 研發及知識產權 26 Customer health and safety 客戶健康與安全 27 Customer satisfaction 客戶滿意度 29 Corporate economic performance 公司經濟表現 | <ul style="list-style-type: none"> 3 Raw material management 原材料管理 5 Energy-saving/green product 節能產品/綠色產品 9 Environmental compliance 環保合規 13 Occupational safety and health 職業安全與健康 14 Training and development 培訓與發展 15 Employee communication 員工溝通 21 Supplier management 供應商管理 22 Green supply chain 綠色供應鏈 23 Product sales and labels 產品銷售及標籤 28 Customer privacy and web security 客戶隱私與網絡安全 30 Anti-corruption 反貪腐 | <ul style="list-style-type: none"> 1 Energy management 能源管理 4 Waste management 廢棄物管理 6 Greenhouse gas management 溫室氣體管理 8 Waste water management 廢水管理 10 Environmental compliance 環保合規 16 Anti-discrimination 反歧視 17 Diversity and equal opportunity 多元化及平等機會 18 Prevention of child and forced labour 童工及強制勞工管理 | <ul style="list-style-type: none"> 2 Water resources management 水資源管理 7 Emissions management 廢氣管理 11 Actions for climate 氣候行動 19 Community engagement 社區參與 20 Community advice 社區意見 |

Environmental, Social and Governance Report

環境、社會及管治報告

Response to Material Topics

回應實質性議題

| Material Topics 實質性議題 | Actions of the Group in 2021 本集團2021年的行動 | Section/Information 對應章節／資料 |
|---|--|---|
| Talent Management 人才管理 | <ul style="list-style-type: none"> Improving the employee management system Protecting the legal rights of employees Establishing a perfect communication platform Offering competitive remuneration and benefits Providing an equitable, diverse, and inclusive working environment | People-oriented 以人為本 |
| Product Quality Management 產品質量管理 | <ul style="list-style-type: none"> ISO9001:2015 quality management system certification A number of national and international product certifications Whole-process quality monitoring and inspection system Recall mechanism for defective products 擁有ISO9001:2015品質管理體系認證 取得多項國家級及國際級產品認證 全流程質量監測檢驗體系 不合格品召回機制 | Quality Assurance 品質保證 |
| Research and Development, and Intellectual Property Rights 研發及知識產權 | <ul style="list-style-type: none"> Developing green and innovative products Establishing R&D centres at home and abroad 29 new licensed patents Protecting intellectual property rights at three stages of a project 發展綠色創新產品 設立海內外研發中心 新增授權專利29項 於項目開展的三階段保護知識產權 | Product Innovation 產品創新 |
| Customer Health and Safety 客戶健康與安全 | <ul style="list-style-type: none"> Strict selection of raw materials to eliminate harmful substances Improvement of product labelling to ensure customers have accurate information 嚴格把控原材料質量，杜絕有害物質 完善產品標籤，確保客戶了解準確訊息 | Customer Responsibilities 客戶責任 |
| Customer Satisfaction 客戶滿意度 | <ul style="list-style-type: none"> Conducting the customer satisfaction survey Setting up after-sales claims process and policy Improving customer complaint mechanism 進行客戶滿意度調查 設立售後理賠流程及政策 完善客戶投訴機制 | Customer Responsibilities 客戶責任 |
| Corporate Economic Performance 公司經濟表現 | <ul style="list-style-type: none"> Revenue amounting to RMB2,374,947,000 Profits for the year amounting to RMB33,466,000 Net assets amounting to RMB3,284,502,000 收入為2,374,947千元人民幣 年度利潤為33,466千元人民幣 資產淨額為3,284,502千元人民幣 | 2021 Annual Report of NVC International 雷士國際2021年報 |

Environmental, Social and Governance Report

環境、社會及管治報告

People-oriented

Employees are the most valuable capital and the backbone of sustainable development of NVC International. We take “people-oriented” as the core concept of the Group. We fully protect the legitimate rights and interests of employees, pay attention to physical and mental growth of employees, and create a diverse, inclusive and equal workplace for employees, committed to building a career platform that can attract all kinds of outstanding talents.

Staff Composition

As of December 31, 2021, the Group had a total of 2,627 employees with a male-to-female ratio of 2:3, most of whom were aged between 30 and 50. Among them, front-line employees accounted for 79.52% of the total number of employees while full-time employees were 99.96%. During the year, the Group’s quarterly average employee turnover rate was 15.19%, and the quarterly average new hire rate was 11.98%. For detailed employee data, please refer to “Performance Data Summary”.

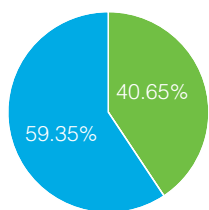
以人為本

員工是雷士國際最具價值的資本，也是我們實現可持續發展的中堅力量。我們將「以人為本」作為集團的核心理念，全力保障員工合法權益，重視員工身心成長，為員工打造多元共融、平等包容的工作場所，致力於建設成為吸引各類優秀人才努力奮鬥的事業平台。

員工構成

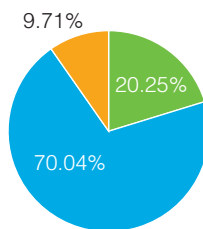
截至2021年12月31日，本集團共有2,627名員工，男女比例為2:3，年齡主要集中於30至50歲。其中前線員工佔79.52%，全職員工佔99.96%。年內，本集團的員工季度平均流失率為15.19%，季度平均新入職率為11.98%。員工詳細數據請參見「數據表現摘要」。

Gender Distribution
性別分佈



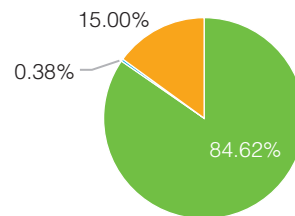
Male 40.65%
Female 59.35%

Age Distribution
年齡分佈



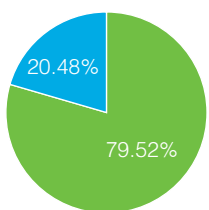
<30 9.71%
30-50 70.04%
>50 20.25%

Region Distribution
地區分佈



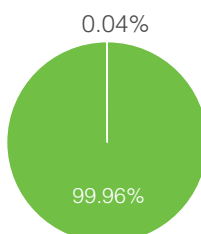
Mainland China 84.62%
Hong Kong 15.00%
Overseas 0.38%

Functional Distribution
職能分佈



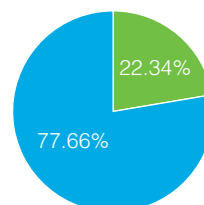
Front-line employees 79.52%
Managers 20.48%

Employment Type Distribution
僱用類型分佈



Full-time 99.96%
Part-time 0.04%

Contract Type Distribution
合約類型分佈

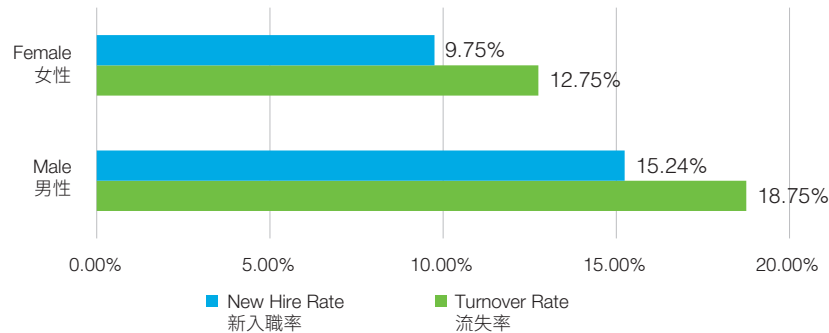


Long-term contracts 77.66%
Fixed-term contract 22.34%

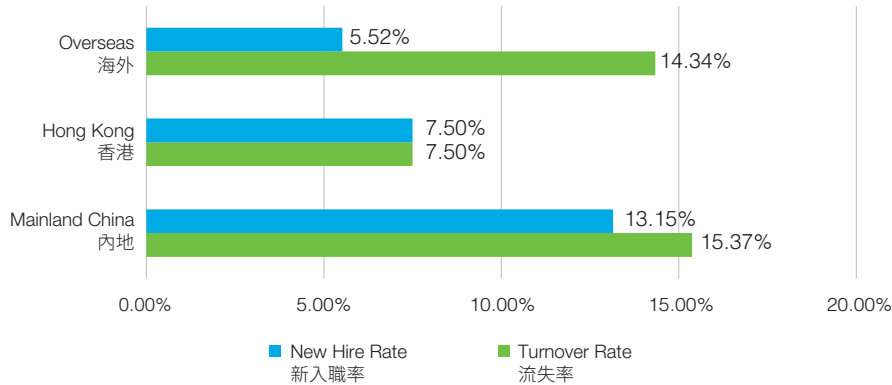
Environmental, Social and Governance Report

環境、社會及管治報告

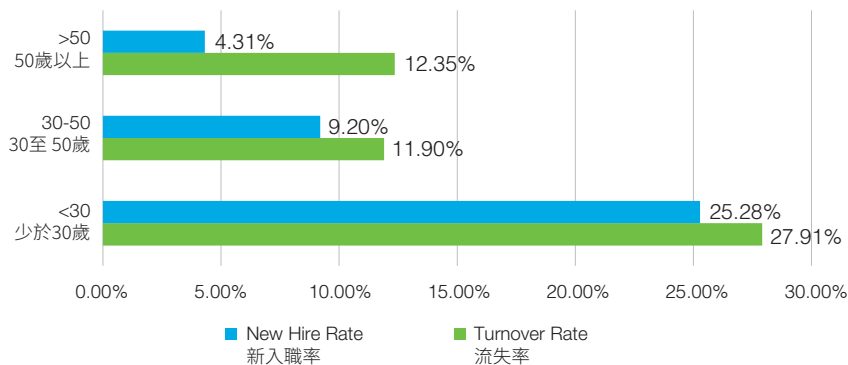
Quarterly Turnover Rate and New Hire Rate by Gender
按性別劃分季度員工流失率與新入職率



Quarterly Turnover Rate and New Hire Rate by Region
按地區劃分季度員工流失率與新入職率



Quarterly Turnover Rate and New Hire Rate by Age
按年齡劃分季度員工流失率與新入職率



Environmental, Social and Governance Report

環境、社會及管治報告

Talent Management

The Group attaches great importance to talents and strictly abides by relevant laws and regulations¹, and constantly improves the internal employee management system to protect the legitimate rights and interests of its employees. We have implemented a fair and equitable recruitment system, which offers competitive remuneration and benefits, and provides on-the-job training and various development opportunities to effectively improve the employees' happiness and promote the common development and progress of the Group and its employees.

During the year, there were no instances of non-compliance of relevant laws and regulations that had a significant impact on the Group relating to remuneration and dismissal, recruitment, and promotion, working hours, holidays, equal opportunities, diversity, anti-discrimination and other treatment and benefits.

Talent Recruitment

Identifying and hiring talented personnel is the first step of being people-oriented. The Group adheres to the talent introduction strategy of "fairness, impartiality, openness and job matching", provides equal employment opportunities for all candidates through multi-channel talent recruitment and has established a strict and targeted talent screening system.

The Group has defined the responsibilities of recruitment and dismissal of employees of the Human Resources Department, and comprehensively considers the knowledge, skills, working competence, morality of the candidates during the recruitment process. We introduce talents through multiple channels such as internal selection, external employment, employee referral and campus recruitment, to recruit diversified and compound talents with more potential for sustainable development of the Group.

人才管理

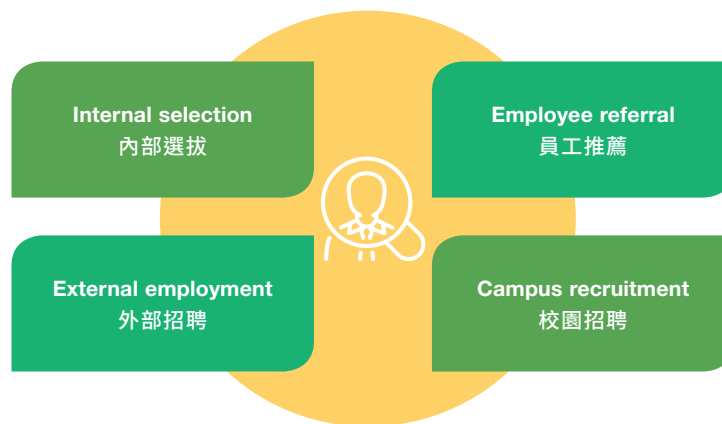
本集團高度重視人才工作，嚴格遵守有關的法律法規¹，不斷完善內部員工管理制度，以保障員工的合法權益。我們實施公平公正的招聘制度，提供具競爭力的薪酬福利，並為其提供在職培訓及多種發展機會，切實提高員工幸福感，促進集團與員工共同發展進步。

年內，本集團無任何違反有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利且對本集團有重大影響的相關法律法規事宜。

人才招聘

識別、引進人才是以人為本的第一步。集團秉持「公平、公正、公開、能崗匹配」的人才引進策略，通過多渠道人才招聘渠道，為所有候選人提供平等就業機會，建立嚴格的、針對性的人才篩選制度。

集團明確由人力資源部組織員工招聘、解聘責任，在招聘過程中綜合考慮應聘者的知識、技能、工作能力、思想品德等條件，通過內部選拔、外部招聘、員工推薦及校園招聘等多渠道引入人才，為集團的持續發展注入更具發展潛力、多元化及複合型人才。



¹ For laws and regulations on employment practices, please see the section headed Laws and Regulations in this Report

¹ 僱傭常規相關法律法規請參見本報告的法律及法規章節

Environmental, Social and Governance Report

環境、社會及管治報告

Remuneration and Benefits

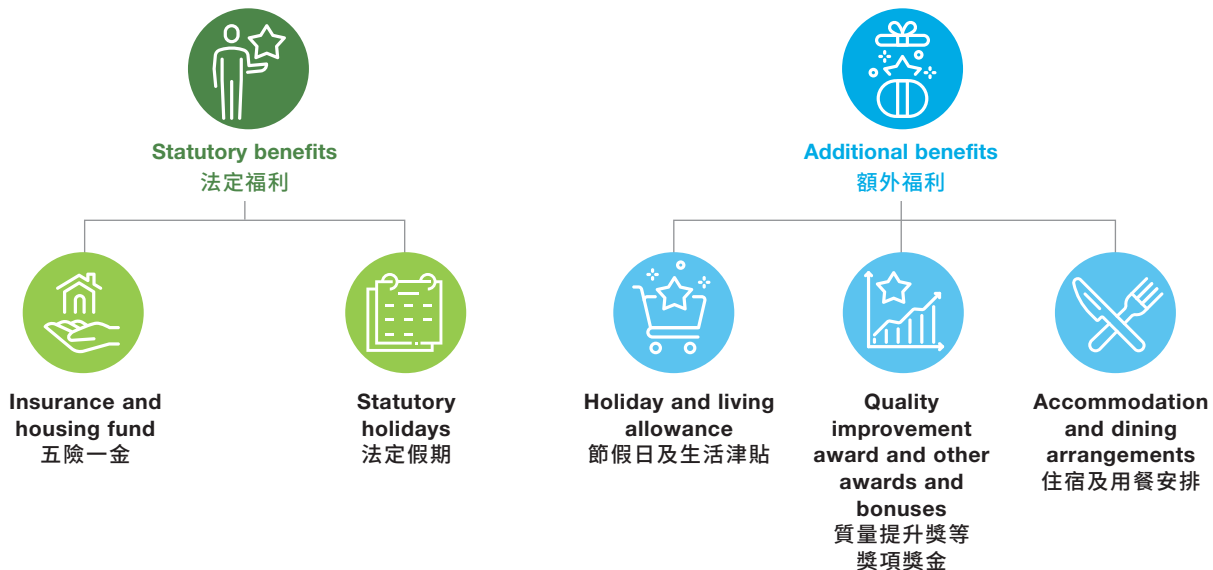
In order to enhance the happiness of employees and ensure a good work-life balance for employees, we attach great importance to remuneration and the welfare benefits. The Group incorporates multiple factors such as market rates, employee performance and the Group's operating efficiency into its remuneration management indicators to ensure fair and efficient distribution and provide employees with competitive remuneration consisting of basic salaries, performance bonuses and allowances.

The Group has established a welfare guarantee system with scientifically formulated norms, reasonable standards and transparent management. The diversified benefits enjoyed by employees include applying for and paying five social insurances and one fund scheme (including pension insurance, unemployment insurance, medical insurance, work injury insurance, maternity insurance, and housing provident fund) for employees in mainland China who have signed formal employment contracts with the Group. The Group has formulated the Working Hours and Attendance Management Standard to ensure that employees' working hours and holiday benefits are in compliance with the laws and regulations of the places where they operate. In addition to statutory benefits, we also provide living allowances, holiday allowances, full-attendance awards, quality improvement awards and other awards and bonuses, and provide different types of accommodation and dining arrangements according to employees' needs to effectively improve employee satisfaction and happiness.

薪酬與福利

為提升員工幸福感，確保員工勞有所得，我們重視薪酬與福利制度。本集團將市場價格、員工工作表現、集團經營效益等多因素納入薪酬管理指標，確進行保公平高效分配，為員工提供由基本薪金、績效獎金、津貼等組成的具競爭力的薪酬。

本集團建立科學規範、標準合理、管理透明的福利保障體系。員工享有的多元化福利包括為與集團簽訂正式雇用合約的內地員工辦理並繳納五險一金（含養老保險、失業保險、醫療保險、工傷保險、生育保險及住房公積金等）。本集團制定《工時和考勤管理規範》，保障員工工作時數及假期福利均符合運營所在地法律法規要求。除法定福利外，我們亦提供生活補貼及節假日津貼，全勤獎、質量提升獎等獎項獎金，並根據員工需求提供不同類型的住宿及用餐安排，切實提升員工滿意度與幸福感。



Employee Benefit Composition
員工福利構成

Environmental, Social and Governance Report

環境、社會及管治報告

Care for Employees

The Group attaches great importance to listening to the voices of employees and supports and cares for employees with a view to enhancing their sense of belonging. We have established a comprehensive appeal system, providing employees with channels such as suggestion boxes and employee representatives to encourage employees to express their opinions and suggestions. The Group's Shanghai Arcata Company has also implemented the "Open Door Policy", where employees can ask questions to supervisors and managers at any time, promoting good two-way communications between employees and management. In addition, the Company encourages employees to participate in related matters such as wage negotiation through labor unions to promote democratic management, decision-making and supervision.

While communicating with employees, the Company actively promotes a colorful life and culture for them. The Group regularly carries on activities such as parent-child activities and team building activities within departments to continuously improve employee satisfaction. During the year, the Brand Marketing Center launched the Brand Believer Program and the Beautiful Life Research Institute series activities within the Group, aiming to convey the brand value and cultural mission and enhance the team cohesion by organizing brand-related activities and training.

員工關愛

本集團重視聆聽員工聲音，支持關愛員工，提升員工歸屬感。我們建立了完善的申訴體系，為員工提供如意見箱、員工代表等渠道，鼓勵員工表達意見與建議。集團的上海阿卡得公司亦實行「開門政策」，員工在任何時候都可以向主管和經理提出問題，促進員工與管理層間雙向良好溝通。此外，公司亦鼓勵員工通過工會參與如工資協商等相關事務，推動民主管理、決策及監督。

在溝通員工的同時，公司亦積極為員工打造豐富多彩的生活與文化。本集團定期開展如親子活動、部門團建等，不斷提升員工滿意度。年內，品牌市場中心在集團內部開戰了「品牌信徒計劃」及「美好生活研究所系列活動」，通過舉辦品牌相關活動及培訓，傳達品牌價值及文化使命，提升團隊的凝聚力。

Communication channels 溝通渠道

Suggestion
boxes
意見箱

Employee
representatives
員工代表

Negotiations of
labor unions
工會協商

Environmental, Social and Governance Report

環境、社會及管治報告

Employee Rights and Diversity and Equality

The Group prohibits all forms of discrimination by formulating and implementing relevant anti-discrimination internal policies under the guidance of the principle of “fairness and justice” and avoiding discriminating or interfering with rights on grounds of race, social class, nationality, religion, disability, gender, gender orientation, age, place of birth, political affiliation, etc.

In order to fully protect the rights and interests of female employees, the Company has formulated management systems such as the Management Rules on the Protection of Female Workers, providing additional benefits such as maternity leave for pregnant female workers, and creating a gender-friendly, inclusive and diverse working environment. In addition, all employees can use the appeal and complaint mechanism. If discriminatory behavior is found, they can directly complain to employee representatives, higher-level managers or even the directors. The Group arranges for non-interested personnel to check the facts and take corrective actions in a timely manner.

Prevention of Child and Forced Labour

The Group absolutely prohibits use of child labour and forced labour in its operations, and clarifies that the personnel administration department is responsible for formulating relevant procedures, conducting regular investigations and evaluating the effects. It has set up internal policies such as the Control Procedures for Prohibition of Forced Labour, the Management Rules on Preventing the Employment of Child Labour, and the Management Rules for Minors to ensure normalization of internal activities.

The Group firmly opposes the use of child labour and does not cooperate with any suppliers who intentionally use child labour. When recruiting, the Group identifies the true age of employees by examining and verifying applicants certificates to prevent recruitment of child labour. When new employees join us, the human resources department and the employing department carry out a double-check, and update the employee personnel file to ensure that such new employees are at least 16 years old when they join us. For juvenile workers over 16 years of age, according to the requirements of national laws and regulations, we specially establish juvenile workers' files, arrange pre-job and annual regular physical examinations, and arrange their working hours in a reasonable way to avoid their participation in work with health and safety risks.

員工權益與多元平等

本集團禁止一切形式的歧視行為，在「公平、公正」原則指導下制定執行相關反歧視內部政策，杜絕因員工種族、社會等級、國籍、宗教、殘疾、性別、性別取向、年齡、出生地、政黨等方面不同而採取歧視或權益干涉的行為。

為充分保障女性員工的權益，公司制定了《女工保護管理規定》等管理制度，面向懷孕女工提供產假等額外福利，打造性別友善、充滿包容和多元化的工作環境。此外，全體員工亦可通過申訴和投訴機制，如發現有歧視行為，直接向員工代表、更高層經理甚至總監進行投訴，集團將安排無利益相關人員查清事實，並及時採取糾正行動。

防止童工及強制勞工

集團絕對禁止營運範圍內任何使用童工及強制勞工的行為，明確由人事行政部負責制定相關程序、定期調查評估效果，設置《禁止強迫勞動控制程序》、《防止聘用童工管理規定》及《未成年工管理規定》等內部政策，保障內部活動規範。

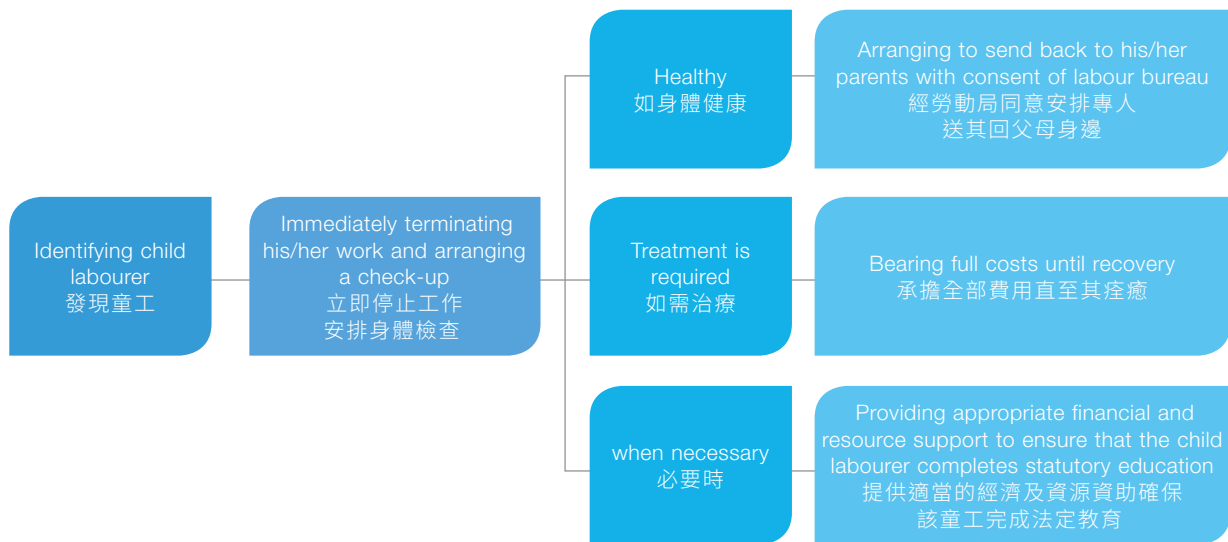
本集團堅決反對使用童工，不與任何故意使用童工的供應商合作。在招聘時，集團通過建立人事檔案、對應聘人員證件核查等方法，鑒別員工真實年齡，防止因員工提供虛假文件而誤招童工。在新員工入職時，人力資源部門與用人部門將展開雙重核查，並完善員工人事檔案，確保入職時至少達到16週歲。對於年滿16週歲的未成年工，我們亦根據國家法規要求，特別建立未成年工檔案，安排上崗前及每年定期體檢，合理安排其工作時間，避免其參與有健康和安全風險的工作。

Environmental, Social and Governance Report

環境、社會及管治報告

In addition, the Group has established procedures for the relief of child labour. Once a child labourer is found, we immediately terminate his/her work and arrange a free check-up. After ascertaining the reasons, we notify the local labour bureau and deal with the situation according to the physical condition of the child labourer.

此外，集團亦建立救濟童工程序。一旦發現童工，必須立即停止其工作並免費為其安排身體檢查，查清原因後通知當地勞動局，並依據該童工身體狀況予以處理。



The Group prohibits any form of forced labour or restrictions on labour freedom. The labour contracts and labour regulations formulated by the Group must be negotiated and agreed with employees' representatives, and be reviewed and filed by the local labor bureau to ensure that employees can truly enjoy the rights of freedom of employment, freedom of resignation, freedom of overtime working and freedom of movement.

本集團禁止使用任何形式的強迫勞動或限制勞動自由的行為。集團內部擬定的勞動合同、勞動規章均需經過與員工代表的協商同意，並包當地勞動局審核備案，確保員工切實享有僱用自由、辭工自由、加班自由及行動自由等權利。

During the year, there was no case of non-compliance of relevant laws and regulations that had a significant impact on the Group relating to the prevention of child and forced labour, and there was no reported case regarding child or forced labour.

年內，本集團無任何違反有關防止童工及強制勞工且對本集團造成重大影響的法律法規事宜，亦無相關童工及強制勞工個案。

Training and Development

We firmly believe that the growth of the Group is inseparable from the personal growth of employees, and strive to provide employees with a variety of training courses and systematic promotion opportunities, and constantly encourage employees to explore their maximum potential.

培訓與發展

我們堅信集團成長與員工的個人成長密不可分，努力為員工提供多樣化的培訓課程與系統化的晉升機會，不斷鼓勵員工發掘最大潛力。

Environmental, Social and Governance Report

環境、社會及管治報告

Employee Training

The Group regards training management as a part of its daily operations, and continuously improves its internal staff training system to better help staff to improve their professional skills. According to the work and training needs of each department, we formulate scientific and reasonable employee training and development plans. In terms of training forms, we combine classroom lectures with practical operations to encourage employees to apply what they have learned. After the training, the Group also conducts an effectiveness assessment to understand the learning outcomes of employees. If the assessment result is not satisfactory, we will improve the training method or reorganize the training according to the situation.



Internal training system
內部培訓制度

In addition to ensuring the internal training system is scientifically designed, we also continuously improve our training contents. For personnel in positions where major accidents may occur, we arrange special safety training. Special operators are required to receive statutory training and obtain certificates. In addition to regular annual training, we also arrange training when new employees (including temporary workers) are hired or when the corporate policies and procedures change, to ensure that all employees are clear about relevant work standards and procedures.

During the year, a total of 2,279 employees of the Group received training, accounting for 86.75% of the total, with the total training hours of employees reaching 31,206.50 hours. For specific employee training data, please see the "Performance Data Summary".

Career Development

We regard the career development of employees as the engine of progress for the enterprise. The Group has established and improved internal promotion channels, and has formed a "dual-channel career development" model based on ability, management and professionalism, so as to provide a clear development direction for different types of talents, continuously supplying talents for key positions of the Group, and realize the sustainable development of employees and the Group.

員工培訓

本集團將培訓管理視為日常運營的一部分，不斷完善內部員工培訓體系，以更好地幫助員工實現職業技能提升。依據各部門的工作與培訓需求，我們制定科學合理的員工培訓及發展計劃。在培訓形式上，我們將課堂講解與實踐相結合，鼓勵員工學以致用。在培訓結束後，集團亦將開展有效性評估，了解員工的學習成果。如評估結果不理想，我們亦會根據情況改進培訓方式或重新組織培訓。

在確保流程合理制度科學外，我們亦不斷提高培訓的針對性。對於可能發生重大事故的崗位人員，我們將安排專門的安全培訓；對於特種作業人員，我們將要求其接受法定培訓並取得操作證明。除每年定期培訓外，我們亦在新員工（包括臨時工）入職時或公司政策程序發生變化時安排培訓，保障全體員工明確相關工作標準及流程。

年內，本集團共有2,279名員工接受培訓，總體受訓百分比為86.75%，員工受訓總時數為31,206.50小時。員工培訓的具體數據請參見「數據表現摘要」。

職業發展

我們視員工的職業發展為企業的進步引擎，集團建立並完善了內部晉升通道，形成了以能力為基礎、管理及專業「雙通道職業發展」的模式，為不同類型的人才提供清晰的發展方向，為集團關鍵崗位源源不斷地輸送人才，實現員工與集團可持續發展。

Environmental, Social and Governance Report

環境、社會及管治報告

Occupational Safety and Health

The Group attaches great importance to the safety of its employees, adheres to the work policy of “safety first, prevention first and mass prevention and control”, and strictly abides by the laws related to occupational safety and health². During the year, Chongqing Yixun Smart Home Co., Ltd. obtained ISO45001-2018 certification.

Improving the Safety Management System

The Group has formulated internal systems and policies such as the Environmental, Occupational Health Operation and Testing Control Procedures, the Work Safety Management System and the Occupational Health Management System to continuously improve the occupational health and safety of employees, strictly implement safety production management and improve management efficiency. During the year, there was no case of non-compliance of relevant laws and regulations which had a significant impact on the Group relating to providing a safe workplace and protecting employees from occupational hazards, and there was no reported case regarding work-related fatalities or occupational diseases.

Providing a Healthy Workplace

In order to protect the health of our employees, we ensure safety of the working environment of our employees in a variety of ways. Our employees have the right to participate in formulation and implementation of occupational health policies and procedures. The Group has been improving the systematic configuration of health and safety plans in the park in accordance with statutory requirements and in line with the actual situation. We reasonably configure fire safety facilities and have special personnel to manage them. Professional safety and health institutions are hired to conduct regular inspections and evaluate the safety and health conditions of the working environment to reduce potential risk factors.

The Group strictly follows the Regulations on the Scope of Taboo Work for Female Employees, and earnestly protects the safety and health of female employees. We strictly prohibit excessive storage of chemicals in the factory, and all chemicals must be sealed and stored in corrosion-resistant containers. In addition, we contact the local occupational disease prevention and control center to conduct health check-ups for workers exposed to harmful substances such as dust and organic solvents during production to ensure compliance with national regulations and protect the health of employees.

職業安全與健康

本集團高度重視員工安全，堅持「安全第一、預防為主、群防群治」的工作方針，嚴格遵守職業安全與健康相關法律²。年內，重慶怡迅智能家居有限公司取得ISO45001—2018認證。

完善安全制度建設

本集團制定《環境、職業健康運行和檢測控制程序》、《安全生產管理制度》、《職業健康管理制》等內部制度政策，不斷完善職業健康安全體系，嚴格執行安全生產管理，提升管理效率。年內，本集團無任何違反有關提供安全工作場所及保障僱員避免職業危害且對本集團造成重大影響的法律法規事宜，亦無因工死亡或職業病的個案。

構建健康工作環境

為保障員工的身體健康，我們通過多種方式保障員工工作環境的安全。我們的員工享有參與職業健康工作方針和程序的制定、實施的權力。本集團根據法定要求及結合實際情況完善園區內健康安全系統化配置，我們合理配置由專人負責管理的消防安全設施，聘請安全專業衛生機構對職業衛生環境進行定期檢測，評估工作環境的安全衛生狀況，減少潛在的危險因素。

本集團嚴格遵循《女員工禁忌勞動範圍的規定》，認真落實女員工安全與健康保護工作。針對化學品，我們嚴禁工廠內儲存過量化學品，化學品均須用抗腐蝕的器皿密封存放。此外，我們亦聯絡當地職業病防治中心，針對生產時會存在接觸粉塵及有機溶劑等有害物質的車間每年進行檢測化驗，以確保符合國家規定水平，保護員工身體健康。

² For laws and regulations on occupational safety and health, please see the Laws and Regulations section in this Report

² 職業安全相關法律法規請參見本報告法律及法規章節

Environmental, Social and Governance Report

環境、社會及管治報告

Occupational Disease Prevention

We have formulated the Management Rules on Labour Protection Equipment that instruct and urge relevant employees to properly wear and use labour protection equipment to guard against occupational hazards. At the same time, the Group has established an appropriate accident reporting and investigation system to encourage employees to proactively report accidents and unsafe factors. In addition, the Group organizes employees to conduct physical examinations every year, and builds and maintains employees' health files in accordance with the requirements of the Law on the Prevention and Control of Occupational Diseases, and provides employees with protective equipment to further enhance employees' safety and health protection.

職業病防治

通過制定《勞動防護用具管理規定》，教導督促相關工作人員按照正確方式配戴和使用預防職業病危害的勞動防護用品。同時，本集團建立合適的事故報告和調查制度，鼓勵員工主動報告事故和不安全因素。此外，本集團每年組織員工進行安全體檢，並按職業病防治法要求，建立員工健康檔案，為職工提供防護設備，進一步提升員工安全健康保障。



Production Risk Identification and Assessment

In order to ensure safe production and compliance and prevent safety-related risks, the Group earnestly identifies and assesses production risks. When new equipment, new materials, new production processes, etc. are put into use or before the operation, we conduct health and safety risk analysis, identify and assess potential safety and health risk factors, and take corresponding measures to keep the risks under control. We require employees to comply with the safety management system and report to their superiors immediately upon discovering any dangerous situation in the workplace. We also conduct regular workplace inspections and risk identification and assessment, immediately make adjustments to address the safety hazards found, and supervise and inspect their implementation and effects to ensure safe operations of equipment and facilities in each plant area. The Group holds a health and safety work meeting on a quarterly basis to analyze the safety work situation, identify potential risks and analyze the reasons to ensure the update of risk identification and assessment.

生產風險識別與評估

為確保生產的安全與合規，防範安全相關風險，本集團認真落實生產風險識別和評估工作。當新設備、新材料、新生產工藝流程等投入使用或者運行前，我們進行健康與安全風險分析，識別和評估潛在的安全健康危險因素，並採取相應措施使風險處於可控範圍。我們要求員工遵從安全管理規定，一旦發現工作場所有任何危險狀況時，立即向上級報告。我們亦會定期進行工作場所巡查和風險識別、評估，針對發現的安全隱患立即做出改善，並對其實施情況和效果進行監督檢查，確保各廠區設備及設施安全運行。本集團每季度召開一次健康安全工作會，分析安全工作情況，發現潛在風險並分析原因，保證風險識別、評估的更新。

Environmental, Social and Governance Report

環境、社會及管治報告

Occupational Safety Training

In order to enhance employees' safety awareness, avoid accidents and create a strong safety atmosphere, the Group has established standardized safety training procedures. All production-related employees need to be trained in occupational health and safety related work practices, so that they can safely perform their responsibilities and job duties. Newly hired and transferred employees and employees working at the accident site are required to receive health and safety training. For special operation employees, we have formulated the Regulations on the Safety Management of Special Operations Personnel, which strictly stipulates that special operations personnel must receive safety technical training and assessment in units designated by government departments before they can operate independently and must receive regular safety operation education.

The Group organizes a variety of safety training programs, including classroom teaching, seminars, group meetings, bulletin boards, etc. In addition, we regularly organize necessary safety and emergency drills, including fire and safety drills at least once a year, so as to increase employees' familiarity with escape routes and the use of fire fighting equipment, conclude deficiencies during the drill, improve employees' safety awareness and continuously improve the level of emergency response. During the year, the Group recorded a total of 7,689 trainees participating in safety training, with 15,466³ training hours in aggregate.

職業安全培訓

為提升員工安全意識，避免意外事故的發生，營造濃厚的安全氛圍，本集團設立規範的安全培訓程序。所有與生產有關的員工均需要進行職業健康安全知識的培訓，使其認真履行各自崗位職責規定的職業健康安全責任。新進、調職及在事故發生地工作的員工需接受健康安全培訓。針對特種作業員工，我們制定《特殊作業人員安全管理規定》，嚴格規定特殊作業人員需在政府部門指定單位進行安全技術培訓與考核，取得操作證後方可獨立操作，並且須接受定期的安全運行教育。

本集團組織多樣化的安全培訓，包括課堂教學、研討會、小組會、板報等。此外，我們定期組織必要的安全及突發事故應急演習，包括每年至少安排一次消防安全演練，增加員工對逃生路線、消防裝備使用等的熟悉程度，總結演習過程中的不足，提高員工的安全意識並不斷提升應急處置水平。年內，本集團共錄得7,689人次參與安全培訓，安全培訓總時數為15,466³小時。



Safety and Fire Drill
安全與消防演習

³ Occupational safety and health training data disclose data covers Greater China Business Center, Zhejiang Jiangshan Base, Shanghai Qingpu Base, Guangdong Zhuhai Base and Vietnam NVC

³ 職業安全健康培訓數據披露覆蓋大中華區業務中心、浙江江山基地、上海青浦基地、廣東珠海基地及越南雷士的數據

Environmental, Social and Governance Report

環境、社會及管治報告

Performance of Safety Management

During the year, NVC continued to improve the health and safety management system, consolidate the foundation of safe production, and enhance the awareness of safe production, so as to ensure the implementation of safety management measures and the achievement of safe production goals. The number and rate of work-related fatalities and the number of working days lost due to work-related injuries in each of the past three years:

安全管理成果

本年度，雷士國際不斷完善健康安全管理制度，夯實安全生產基礎，提升安全生產意識，確保安全管理措施的落實和安全生產目標的達成。過去三年每年員工因工亡故的人數、比率及因工傷損失工作日數：

| Year 年度 | Number of work-related fatalities (person) 員工因工亡故人數(人) | Work-related fatality rate of employees 員工因工亡故比率 | Number of working days lost due to work-related injuries (day) 因工傷損失工作日數(天) |
|------------|---|--|--|
| 2019 | 0 | 0.00% | 1,260 |
| 2020 | 0 | 0.00% | 801 |
| 2021 | 0 | 0.00% | 484 |



Environmental, Social and Governance Report

環境、社會及管治報告

Environmental Protection

As an advocate of green lighting, the Group provides users with high-quality lighting solutions with intelligent, healthy and user-friendly lighting technology to bring a better life to people. We advance the development of environmental protection through practical actions, such as constantly improving our environmental management system, and reducing the impact of our operations on the environment.

Environmental Management

The Group complies with various environmental laws and regulations relevant to international and local operating locations⁴. The Group has formulated a series of internal management policies such as the Procedures for Legal, Regulatory and Other Requirements, the Corrective and Preventive Control Procedures and the Environmental Management, and established an environmental management system led by the operations management department and requiring responsibilities from each department, so as to fully implement and be responsible for the Group's water and electricity management, comprehensive utilization and disposal of waste and other environmental management work. During the year, Chongqing Yixun Smart Home Co., Ltd. obtained ISO45001-2018 certification.

During 2021, there was no case of non-compliance of relevant laws and regulations that had a significant impact on the Group relating to exhaust and greenhouse gas emissions, discharges into water and land, and the generation of hazardous or non-hazardous waste.

Based on its own actual situation and the ISO14001-2015 environmental management standard, the Zhuhai base in Guangdong has formulated an environmental management work manual, which describes the environmental policy, environmental goals and indicators, and defines the management structure led by the general manager and responsibilities of each department to ensure that the environmental management policy of "environmental protection, pollution prevention, compliance with regulations, continuous improvement, green protection and harmonious coexistence" is earnestly implemented.

環境保護

本集團作為綠色照明的宣導者，以智能化、健康化、人性化的照明科技，為用戶提供高品質的照明應用解決方案，為人們帶來更美好的生活。我們通過持續完善環境管理體系，減少運營對環境產生的影響，以實際行動推動環保事業的發展。

環境管理

本集團遵守有關國際及營運所在地的各項環保法律和法規⁴，制定《法律法規及其他要求程序》、《糾正和預防措施控制程序》和《環境管理》等一系列內部管理政策，建立由運營管理部領導，各部門負責的環境管理體系，全面落實負責本集團用水、用電管理，垃圾綜合利用和處置等環境管理工作。年內，重慶怡迅智能家居有限公司取得ISO14001-2015認證。

2021年，本集團並無任何違反有關廢氣及溫室氣體排放、向水或土地排污及有害或無害廢棄物的產生且對本集團造成重大影響的法律法規事宜。

廣東珠海基地根據自身實際情況，依據ISO14001-2015環境管理標準制定環境管理工作手冊，闡述環境方針、環境目標和指標，明確由總經理領導，各部門負責的管理結構，確保認真落實「保護環境、預防污染、遵守法規，持續改進、綠色保護、和諧共存」的環境管理方針。

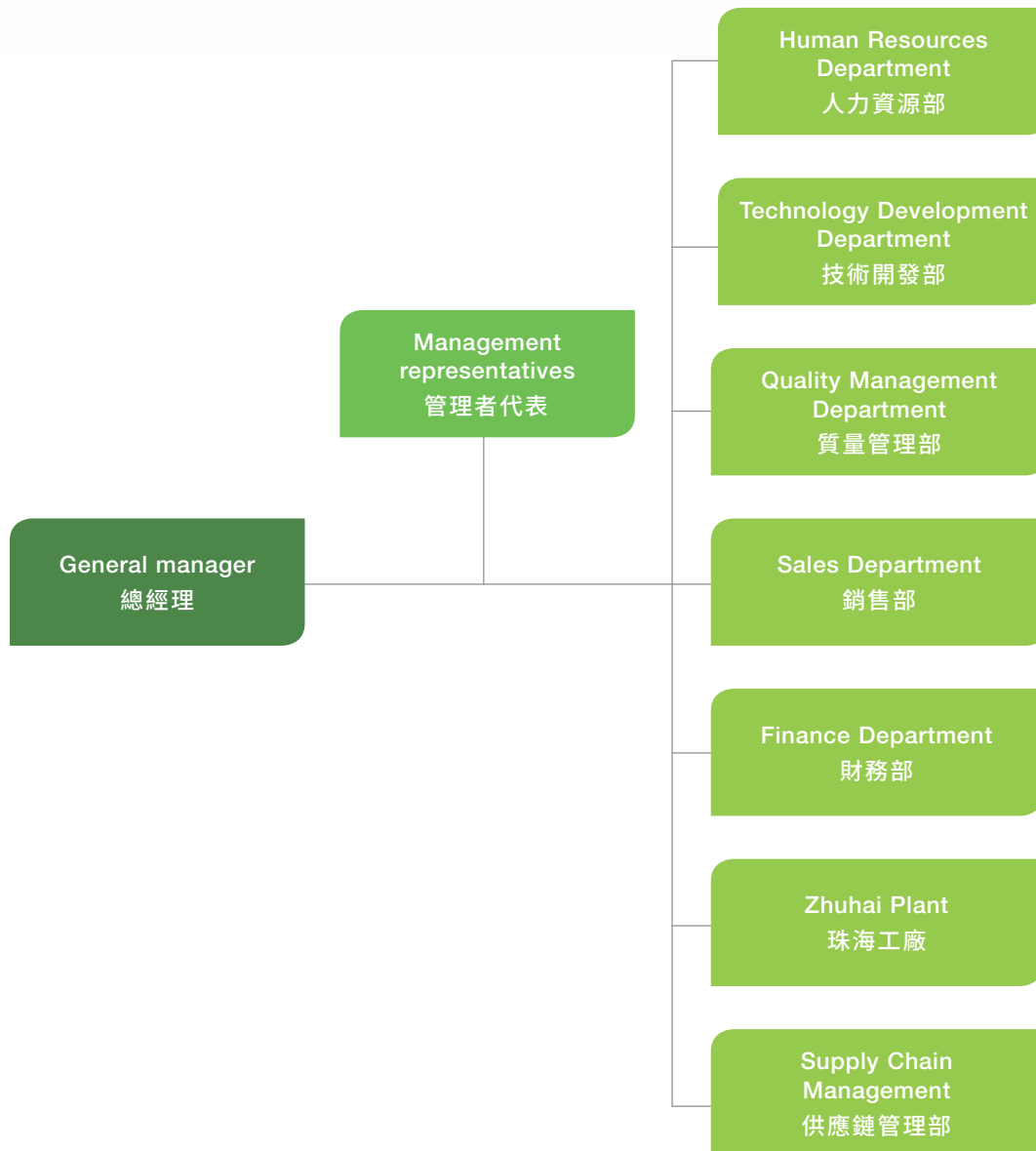


⁴ For laws and regulations in relation to the environment, please see the section headed Laws and Regulations in this Report

⁴ 環境相關法律法規請參見本報告法律及法規章節

Environmental, Social and Governance Report

環境、社會及管治報告



Schematic diagram of environmental management system
環境管理體系架構圖

Environmental, Social and Governance Report

環境、社會及管治報告

Tackling Climate Change

Climate change is a hot topic and a global concern today, and its opportunities and risks are the focus of the Group's environmental strategy. The risks that climate change may bring to the Group include physical risks such as extreme weather events and sea-level rise, as well as transition risks such as policy risks, legal risks and technological risks. As a leader in the lighting industry, the Group actively promotes green development strategies. We are attentive to the design, development, production, promotion and diversified sales of green lighting products and smart lighting products. The Group is committed to improving the living environment and quality of life for users and providing more environmentally friendly products and solutions while promoting sustainable development.

The management team is responsible for implementing, identifying and managing climate change risks and opportunities, in tune with the Group's climate change policy, and actively promote various energy conservation and emission reduction measures to gradually set up strategies consistent with global best practices, thereby mitigating the impact of climate change on its business and enhancing the development of renewable energy.

In order to cope with climate change, the Group continues to improve its own strategies and mechanisms related to climate change and enhance its ability to adapt to climate change. The Group has comprehensively improved energy efficiency, carbon reduction technologies and management standards from the three aspects of "energy structure, climate adaptation and policy review", while actively understanding and researching domestically and internationally leading carbon reduction technologies.

應對氣候變化

氣候變化是如今全球關注的熱點議題，其機遇與風險是本集團環境策略的關注重點。氣候變化可能給本集團帶來的風險包括極端天氣事件及海平面上升等實體風險，以及政策風險、法律風險和技術風險等轉型風險。本集團作為照明行業的領軍者，積極推進綠色發展戰略。我們關注於綠色照明產品及智慧照明產品的設計、開發、生產、推廣和多樣化銷售，在推進本集團可持續發展的同時，致力於改善用戶生活環境、提升生活品質，提供更環保的產品解決方案。

本集團氣候變化政策由管理團隊負責實踐，識別和管理氣候變化風險與機遇，並積極推動各項節能減排措施，逐步達致與全球最佳常規一致的策略，從而減緩氣候變化對其業務的影響，加強可再生能源之發展。

為應對氣候變化，本集團持續完善自身應對氣候變化相關策略機制，增強適應氣候變化的能力。本集團從「能源結構、氣候適應、政策審查」三個方面全面提高能源使用效率、減碳技術和管理水平，同時積極了解和研究國內和國際領先的碳減排技術。

Environmental, Social and Governance Report

環境、社會及管治報告

Improvement segment 提升板塊



Energy structure 能源結構

- ### Countermeasures 應對政策
- Improve the production process, minimize the use of fossil energy in production projects, and increase the use of renewable energy;
 - 改善生產工藝，最大限度減少生產工程中化石能源使用量，增加可再生能源的利用；
 - Improve the level of industrial energy utilization efficiency and promote the application of the Group's energy-saving technologies;
 - 提高工業能效利用水平，推動集團節能技術的應用；
 - Encourage the use of low- or zero-carbon and energy-efficient products and materials, and incorporate climate change into procurement considerations;
 - 鼓勵使用低碳或零碳及具能源效益的產品和物料，將氣候變化納入採購的考慮因素；
 - Draw on the industry's advanced practices to formulate voluntary carbon reduction targets.
 - 借鑒行業先進實踐，制定自願減碳目標。



Climate adaptation 氣候適應

- Improve organizational leadership on climate change to prevent or reduce the costs of climate change;
- 完善應對氣候變化的組織領導，以預防或降低氣候變化造成的損失；
- Promote the popularization and publicity of scientific knowledge on addressing climate change, and vigorously advocate low-carbon production methods;
- 推進應對氣候變化科學知識的普及和宣傳，大力倡導低碳生產方式；
- Upgrade enterprise risk management systems to incorporate climate change and extreme weather events into management procedures;
- 升級企業風險管理系統，將氣候變化和極端天氣事件納入管理程序內；
- Collaborate with various stakeholders, including employees, suppliers and customers, to strengthen the resilience of all parties to climate change.
- 協同包括員工、供貨商及顧客等各持份者，加強各方對氣候變化的適應能力。



Policy review 政策審查

- Regularly monitor and review the impact of climate change on the Group's employees and business operations;
- 定期監察和檢討氣候變化對集團僱員和業務運營的影響；
- Regularly review and update the Group's climate change policy and report to the Board on a regular basis.
- 定期審查和更新本集團氣候變化政策，並定期向董事會匯報。



Environmental, Social and Governance Report

環境、社會及管治報告

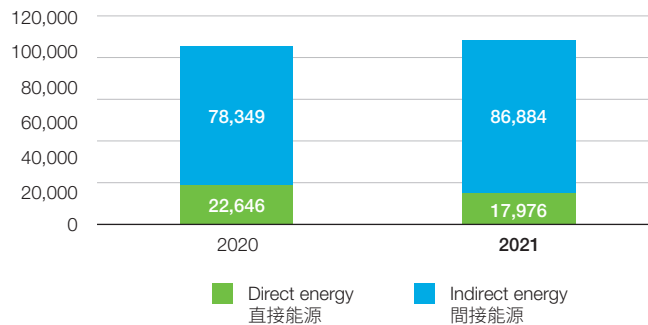
Energy Consumption

Energy consumption of the Group's daily operations includes petrol, diesel, natural gas (direct energy) and purchased electricity (indirect energy). During the year, the Group's total energy consumption was 104,860 GJ, with an intensity of 0.0442 GJ/thousand RMB revenue. Among them, direct energy consumption was 17,976 GJ and indirect energy consumption was 86,884 GJ.

能源耗用

本集團日常營運中涉及的能源消耗包括汽油、柴油、天然氣（直接能源）及外購電力（間接能源）。年內，本集團能源總耗量104,860千兆焦耳，密度為0.0442千兆焦耳／千元人民幣營業額。其中，直接能源消耗量為17,976千兆焦耳，間接能源消耗量為86,884千兆焦耳。

Total Energy Consumption (GJ)
能源消耗總量(千兆焦耳)



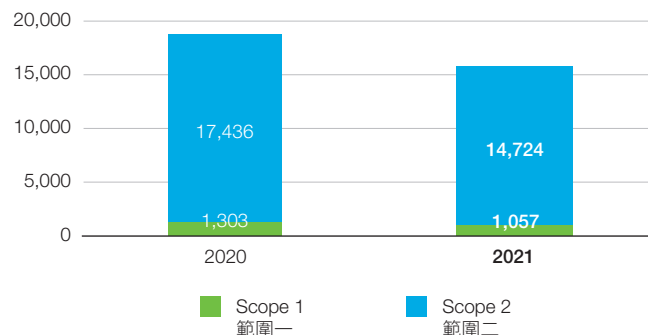
Greenhouse Gas

The Group generates GHG directly from the combustion of fuels such as gas and petrol used in factory production and vehicle operations, and indirectly from purchased electricity. During the year, the Group's direct GHG emissions were 1,057 tCO₂e, and indirect GHG emissions from energy were 14,724 tCO₂e. Our total GHG emissions were 15,780 tCO₂e with the emission intensity of 0.0066 tCO₂e/thousand RMB revenue. The total amount of GHG emissions decreased by 15.8% compared with the previous year, and the emission reduction work achieved remarkable results.

溫室氣體

本集團的溫室氣體來源主要為工廠生產、車輛運行所使用的燃氣、汽油等燃料燃燒帶來的直接溫室氣體排放和為外購電力帶來的間接溫室氣體排放。年內，本集團直接溫室氣體排放量為1,057噸二氧化碳當量，能源間接溫室氣體排放總量為14,724噸二氧化碳當。溫室氣體排放總量為15,780噸二氧化碳當量，排放密度為0.0066噸二氧化碳當量／千元人民幣營業額。溫室氣體排放總量較上一年下降15.8%，減排成效顯著。

GHG Emissions (tCO₂e)
溫室氣體排放量(噸二氧化碳當量)



Environmental, Social and Governance Report

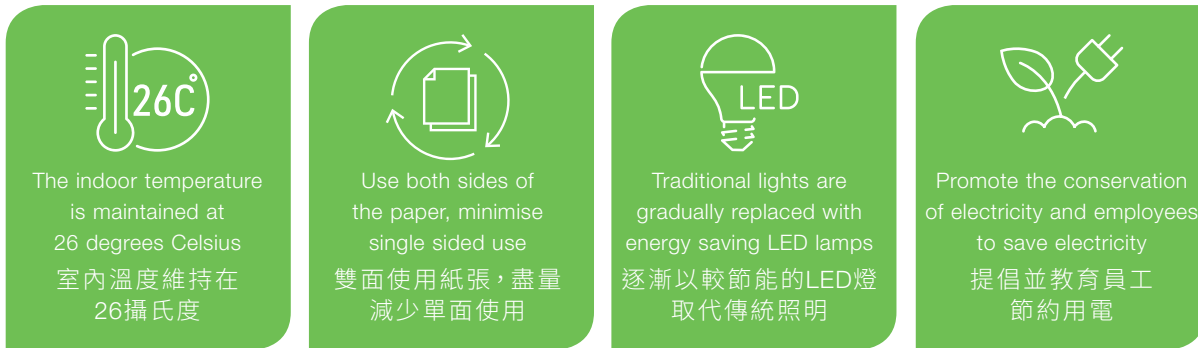
環境、社會及管治報告

Green Office

Adhering to the green concept of saving energy and reducing consumption, the Group has taken active actions to advocate green office in order to reduce energy consumption. In the production base, we regularly overhaul the equipment to ensure efficient operations. In office operations, we advocate employees to save electricity and communicate electronically to reduce paper usage, promote resource conservation and contribute to realization of the “double carbon” goal.

綠色辦公

秉承節能降耗的綠色理念，本集團積極採取行動倡導綠色辦公，以減少能源消耗量。於生產基地，我們定期對儀器設備進行檢修以保障其高效運行。於辦公營運中，我們倡導員工節約用電，實行電子化辦公，以減少紙張使用，促進資源節約，為實現「雙碳」目標貢獻力量。



Resource Management

Management of Water Resources

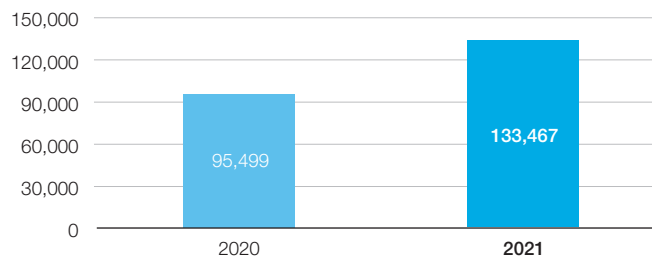
Water is essential for manufacturing and processing, and its efficient management is critical to our business. The Group is committed to continuously improving water resources management, strengthening the protection and conservation of water resources and deepening the concept of recycling water among employees, so as to improve the utilization rate of water resources. The Group uses tap water for its operations. The total water consumption during the year was 133,467 tonnes, with the water consumption intensity of 0.0562 tonnes/thousand RMB revenue. There were no issues in sourcing water that is fit for the purpose during the year.

資源管理

水資源管理

水資源對生產製造和加工必不可少，對其的高效管理對我們的業務至關重要。本集團致力於不斷改善水資源管理，加強對水資源的保護和節約，深化員工循環用水的理念，提高水資源的利用率。本集團營運使用自來水，全年總用水量為133,467噸，用水密度為0.0562噸／千元人民幣營業額。年內，本集團無任何獲取適用水源上的問題。

Water Consumption (Tonne)
水資源用量(噸)

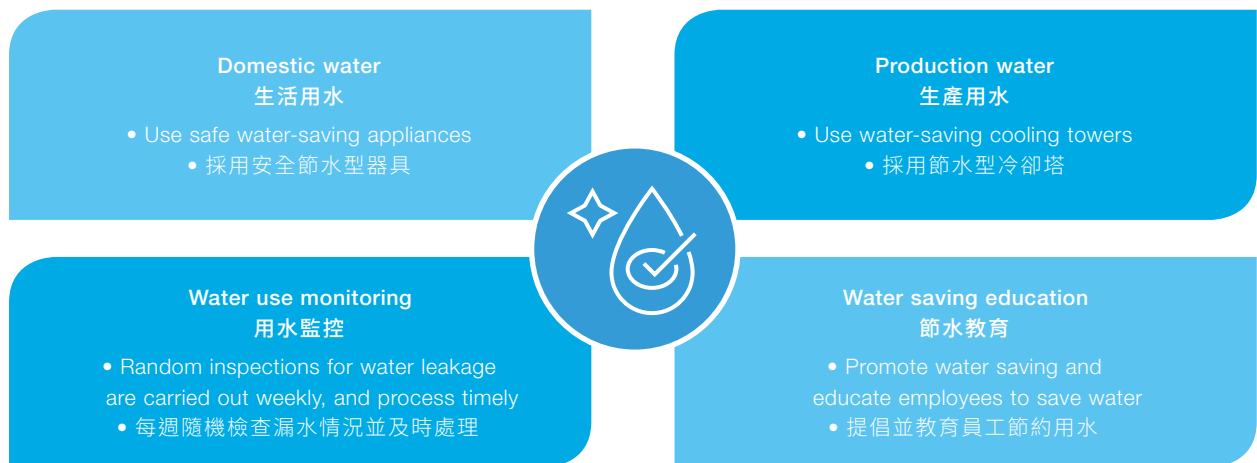


Environmental, Social and Governance Report

環境、社會及管治報告

With the goal of “saving water and eliminating unnecessary water wastage such as drips and leaks”, the Group actively responds to the national call for water conservation and has installed water-saving appliances in all production bases to save more water resources and improve the utilization rate of water resources.

同時，本集團積極響應國家節水號召，以「節約用水，杜絕滴、漏等不必要浪費水的現象」為目標，將節水器具推廣到各生產基地，以節約更多水資源，提高水資源的利用率。



The Group’s wastewater mainly comes from production processes and domestic wastewater is generated from the daily lives of our employees. During the year, the Group discharged 0.52 tonnes of chemical oxygen demand and 0.16 tonnes of ammonia-nitrogen pollutants from wastewater. We strictly implement the national water pollution prevention and control policy and discharge permit management system, and formulate wastewater treatment operating procedures to ensure that wastewater discharge meets the standards.

本集團的廢水主要來自於生產廢水及員工日常生活產生的生活廢水。年內，本集團排放的廢水中化學需氧量排放量為0.52噸，氨氮污染物排放量為0.16噸。我們嚴格執行國家水污染防治方針政策以及排放許可管理制度，制定廢水處理操作規程，確保廢水排放合規達標。

Wastewater Management Measures 廢水管理措施

- ✓ Develop operating procedures for wastewater treatment
- ✓ Standardize the management of sewage treatment equipment
- ✓ Conduct training on wastewater treatment
- ✓ Circulating water process is used in the production process
- ✓ Install rainwater and sewage diversion devices
- ✓ Domestic sewage is filtered and discharged into the municipal sewage pipe network
- ✓ Industrial sewage is collected by the qualified environmental protection company for biochemical treatment

In the future, we will continue to work towards a 100% wastewater compliance discharge rate.

- ✓ 制定廢水處理操作規程
- ✓ 規範管理污水處理設備
- ✓ 開展廢水處理相關培訓
- ✓ 生產過程採用循環水工藝
- ✓ 安裝雨污分流裝置
- ✓ 生活污水過濾排入市政污水管網
- ✓ 工業污水委託具資質環保公司收集後進行生化處理

未來，我們將繼續致力於廢水100%合規排放。

Environmental, Social and Governance Report

環境、社會及管治報告

Packaging Materials

In line with the principle of sustainable development and for reducing the impact of our operations on the environment, the Group minimizes the use of unnecessary packaging materials and consciously selects recyclable materials for use. The Group mainly uses plastic bags, colour boxes, paper boxes, labels and other packaging materials in operations. The total consumption was 10,588 tonnes in the reporting year and the intensity was 0.0045 tonnes/thousand RMB revenue. The significant increase in the consumption of packaging materials was mainly due to the significant increase in orders and sales during the year, and the consumption of packaging materials (especially paper boxes) required for consumption increased accordingly.

包裝材料

為踐行可持續發展原則，減低營運對環境的影響，本集團盡可能減少使用不必要的包裝材料，並自覺選擇使用可回收再用物料。本集團營運耗用的包裝材料主要為塑料袋、彩盒、紙箱及便簽等，年內，我們消耗10,588噸包裝材料，耗用密度為0.0045噸／千元人民幣營業額，包裝材料耗用量大幅上升主要源於年內訂單和銷量大幅上升，所需耗用的包裝材料（尤其是紙箱）消耗量也相應增加。

| Packaging material consumption (Tonne) | 包裝材料消耗量 (噸) | 2020 | 2021 |
|--|-------------|-------|--------|
| Plastic bags | 塑料袋 | 83 | 85 |
| Colour boxes | 彩盒 | 3,313 | 4,124 |
| Paper boxes | 紙箱 | 6,014 | 6,287 |
| Labels | 標籤 | 13 | 19 |
| Others | 其他 | 183 | 73 |
| Total | 總計 | 9,606 | 10,588 |

Environmental, Social and Governance Report

環境、社會及管治報告

Emissions Management

Air Pollutants

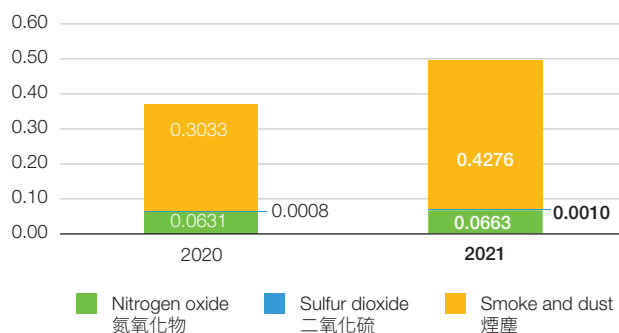
Emissions of nitrogen oxides, sulfur dioxide and particulate matters during the Group's operations are mainly from fuel combustion in factories and vehicles. During the year, the Group's operations generated a total of 0.0663 tonnes of nitrogen oxides, 0.0010 tonnes of sulphur oxides and 0.4276 tonnes of smoke and dust.

排放管理

空氣污染物

本集團營運中產生氮氧化物、二氧化硫和顆粒物的排放主要來自於工廠及車輛設備燃料的燃燒。年內，本集團營運共產生0.0663噸氮氧化物、0.0010噸硫氧化物及0.4276噸煙塵。

Air Pollutants Emissions (Tonne)
空氣污染物排放量(噸)



For disposal of waste gas from the Group's operations, we strictly comply with the relevant standard limitation requirements and take measures to manage their emissions, so as to ensure compliance with the legal and policy requirements of the locations where we operate.

針對本集團營運過程中產生的廢氣，我們嚴格遵守相關標準限值要求，並採取多重措施管理廢氣排放，確保符合營運所在地的法律和政策要求。

Online Monitoring 在線監測

- An on-line monitoring system for pollution sources is established to monitor industrial waste emissions to ensure the emissions meet the standards
- 設置污染源在線監測系統，監控工業廢棄物的排放，以確保達標排放

Technical Processing 技術處理

- Activated carbon adsorption devices and other technologies are used to reduce volatile organic compounds emissions in factories
- 採用活性炭吸附裝置等技術，減少工廠揮發性有機物的排放

Contingency Plans 應急預案

- Contingency plans for exhaust gas leakage are developed to deal with emergencies
- 制定廢氣洩漏應急預案，以應對突發情況

Environmental, Social and Governance Report

環境、社會及管治報告

Waste Management

The Group has continued to regulate waste management and accelerate corporate green development. We strictly comply with relevant laws and regulations⁵ and have formulated our own Waste Management Rules to improve waste management work through the establishment, implementation, maintenance and continuous improvement of this program.

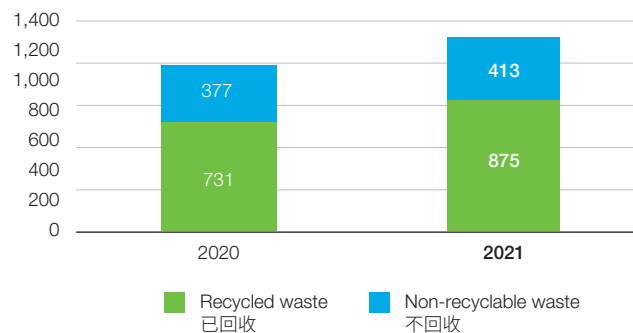
Production of lighting products of the Group generates hazardous waste including packaging for waste mineral oil, mercury-containing waste lamp tubes and waste circuit boards. During the year, total of hazardous waste generated was 9.58 tonnes, with a generation intensity of 0.0040 kg/thousand RMB revenue, a rise of 0.06 per tonne as compared with 2020. Non-hazardous waste from production and operations are mainly construction waste and domestic waste. A total of 1,288 tonnes of non-hazardous waste was generated during the year, a rise of 180 tonnes as compared with 2020. The increase in waste production during the year compared to the previous year was mainly due to the increase in orders and production volume, which resulted in a corresponding increase in waste generated during the production process.

廢棄物管理

本集團持續規範廢棄物管理，不斷推進企業綠色發展的步伐。我們嚴格遵守相關法律法規⁵，同時制定內部《廢棄物管理規定》，通過該程序的建立、實施、保持和持續改進以完善本集團廢棄物管理工作。

本集團照明產品生產過程中產生的有害廢棄物主要為廢棄礦物油包裝、含汞廢燈管及廢舊電路板等，年內共產生9.58噸有害廢棄物，其產生密度為0.0040公斤／千元人民幣營業額，與2020年相比增加0.06噸。生產營運產生的一般廢棄物主要為建築垃圾、生活垃圾等，年內共產生1,288噸一般廢棄物，與2020年相比增加180噸。年內廢棄物生產量較上一年上升的主要原因是本集團訂單增加，生產量擴大，生產過程中產生的廢棄物也相應增加。

Non-hazardous Waste Generation (Tonne)
一般廢棄物產生量(噸)



Following the principle of sustainability, the Group recycles, processes and reduces waste in a harmless manner to achieve the goal of 100% compliant disposal. The Group recycles as much as possible the recyclable portion of non-hazardous waste, such as used paper, plastics and metals, while non-hazardous waste is collected and disposed of by the local municipal environmental sanitation authorities. Hazardous waste is collected centrally and entrusted to qualified third party companies for treatment.

本集團遵循可持續原則，將廢棄物資源化、無害化、減量化，達到100%合規處置的目標。對於一般廢棄物中可回收的部分，如廢舊紙張、塑料及金屬等盡量予以回收利用，無回收利用價值的一般廢棄物則交由當地市政環衛部門收集處理。針對有害廢棄物，我們將其集中收集後委託具資質的第三方公司進行處理。

⁵ For laws and regulations in relation to the environment, please see the section headed Laws and Regulations in this Report

⁵ 環境相關法律法規請參見本報告法律及法規章節

Environmental, Social and Governance Report

環境、社會及管治報告

Environmental Emergency Management

The Group has established procedures for handling environmental emergencies, such as the Rules on Emergency Management of Environmental Risk Accidents, the Rules on Emergency Management of Chemical Spill and the Emergency Plans and Corresponding Control Procedures. These rules help identify and assess the risks of emergencies prepare for emergencies, and specify the corresponding handling measures, so as to reduce the risk of such incidents and the associated impacts.

The Group keeps improving the emergency response mechanism for addressing environmental incidents, Emergency rescue command teams led by the general manager have been set up at our production bases. In case of chemical leakage, the command team proceeds to the scene on receiving a report to determine the scope and severity of the incident, and specifies handling measures such as evacuation of personnel and provision of protective equipment as appropriate. During or after implementation of the emergency plan at the production base, the personnel administration department concludes and evaluates the effectiveness of emergency measures. In addition, the Group regularly inspects emergency procedures and measures, and also trains relevant personnel with potentially significant environmental impacts to let them understand their responsibilities and enhance emergency awareness.

環境應急管理

本集團設立《環境風險事故應急管理規定》、《化學品洩漏應急管理規定》、《應急準備和相應控制程序》等突發環境事件處理程序，有效識別和評估突發事件風險，建立應急準備，明確各項應急處理措施，以降低此類事件發生的風險及帶來的影響。

本集團持續健全環境事件應急處理機制，各生產基地設立應急救援指揮小組，總經理擔任組長。當發生化學品洩漏事件時，指揮小組接報後趕往現場，確認事件的影響範圍和嚴重程度，明確處理措施，如組織疏散人員，提供適當的防護用品等。生產基地應急計劃實施過程中或者實施後，由人事行政部進行總結和評價應急措施的有效性。此外，本集團定期對應急程序和措施進行檢驗，亦對從事存在潛在重大環境影響的崗位相關人員進行培訓，使其了解其職責及提高應急意識。

Environmental, Social and Governance Report

環境、社會及管治報告

Quality Assurance

We firmly believe that the products are the foundation of the brand, and only by taking the customers' expectations as the guide and continuously improving the product quality and performance can the products be competitive. Taking "being a recommender and practitioner of human green lighting" as the product development direction, we have established a whole-process quality supervision system from product R&D, design, production, to sales and after-sales, and are committed to providing consumers with safer, healthier and more environmentally friendly products and services and contributing to social development.

Product Quality Management

The Group has obtained ISO9001:2015 quality management system certification since 2010 and set up a comprehensive internal quality management system in accordance with ISO9001:2015 standard and relevant laws and regulations⁶. In order to ensure the safety and high quality of products, the Group monitors and controls key points in each production process, and has formulated a series of operating procedures such as the Procedure for Control of Defective Goods, the Corrective and Preventive Control Procedures and the Data Analysis Control Program to provide guidance for standardized production.

品質保證

我們堅信，產品是品牌的基礎，只有以客戶需求為導向，持續提高產品質量，改善性能，產品才有競爭力。以「做人類綠色照明的推薦者和實踐者」為產品發展方向，我們從產品研發設計、生產製造，到產品的售出及售後，建立全流程的質量監管體系，致力於為消費者提供更安全、更健康、更環保的產品和服務，為社會發展做出貢獻。

產品質量管理

本集團自2010年起獲得ISO9001:2015品質管理體系認證，並依據ISO9001:2015標準及相關法律法規⁶建立完善的內部質量管理體系。為保障產品的安全和高品質，本集團針對生產各流程的關鍵點開展監測和控制，並製定《不合格品控制程序》、《糾正、預防控制程序》、《數據分析控制程序》等一系列操作程序為標準化生產提供指導。



⁶ For laws and regulations on quality management, please see the section headed Laws and Regulations in this Report

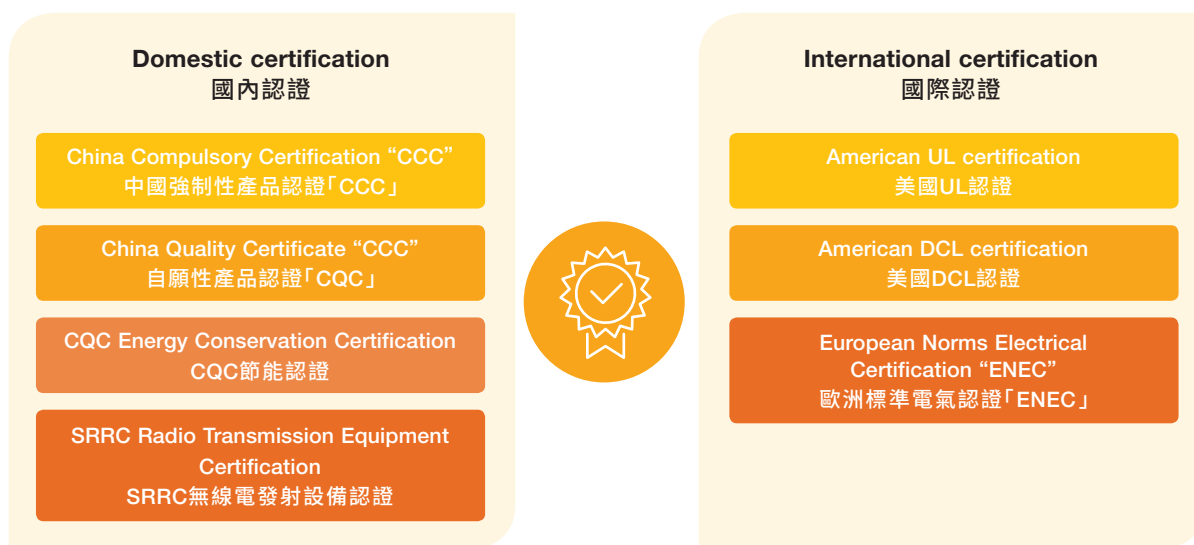
⁶ 質量管理相關法律法規請參見本報告法律及法規章節

Environmental, Social and Governance Report

環境、社會及管治報告

Product Quality Certification

The Group implements strict quality control systems by earnestly carrying out product safety standardisation to ensure the quality and safety of the products provided. A number of national and international product certifications have been obtained.



產品質量認證

本集團執行嚴格的質量控制系統，認真落實產品安全標準化工作，確保所提供產品的質量與安全，目前已取得多項國家級及國際級產品認證。

Product Quality Monitoring

In order to standardize the Company's inspection procedures and ensure that quality of products is effectively controlled before entering the warehouse and shipping, the Group has formulated strict internal management procedures for the monitoring and measurement of product quality and supervises the implementation thereof. Four departments, namely the Quality Control Department, Technology Department, Planning Department and Production Department, are responsible for leading the quality monitoring and measurement at each stage of the product production process. The quality monitoring process covers every step of the production, including incoming materials, production process, finished products, results from statistical analysis and feedback. All departments work together to make the whole-process of quality inspection in the product realisation process, ensuring that products meet customer requirements.

產品質量監測

為規範公司的檢驗和測量規程，確保產品在進入倉庫和出貨前得到有效管控，本集團對產品質量的監測與測量制定嚴格的內部管理程序並督促執行，由質量管理部、技術部、計劃部及生產部四部門負責牽頭產品實現過程中的各環節質量監視及測量工作。質量監測流程涵蓋生產每一環節，包括來料、生產製造過程、成品、統計分析結果及反饋，各部門分工合作以貫穿產品實現過程中的全流程質量檢驗，確保產品符合客戶的要求。

Environmental, Social and Governance Report

環境、社會及管治報告

Incoming materials monitoring 來料監測

- The Quality Control Department and the Technology Department are responsible for the incoming materials monitoring. Materials that pass the inspection are warehoused for later use, while the defective are handled in accordance with the Procedure for Control of Defective Goods.
- 質管部及技術部負責來料監測工作，經檢驗合格的物料准予入庫待用，不合格來料依據《不合格品控制程序》處理。
- For incoming materials that may probably be accepted but cannot be inspected due to urgent production needs, these four departments shall work together to properly carry out review, identify and record, and separate semi-finished products from finished products in movement, so as to recall and replace defective products in the future.
- 對於合格概率較大但因急需生產而未能檢驗判定的來料，四部門需合作做好審核及標識記錄，將半成品及成品隔離流轉，以便日後追回及更換不合格產品。

Production process monitoring 生產過程監測

- Production process monitoring mainly includes four major parts, being first inspection, self-inspection, special inspection and in process quality control of the products and the technology, in which different responsible persons carry out inspections to identify potential problems before a product is finished, as far as possible.
- 生產過程監測主要分為產品和工藝的首檢、自檢、專檢、巡檢四大部分，由不同負責人員進行多次檢驗，盡量於成品製成前識別潛在問題。
- Finally, the Quality Control Department performs sampling inspection and makes a judgment on the packaged finished products.
- 最終由質管部對已包裝成品實施抽樣檢驗及判定。

Statistical analysis and feedback 統計分析和反饋

- The Quality Control Department is responsible for collecting all inspection data to conduct regular quality statistics and analysis on incoming materials, process and finished products. If any problems identified, the department will inform responsible departments in a timely manner, and follow up on improvement measures taken by the responsible departments.
- 質管部負責收集所有檢測數據，定期開展來料、過程和成品的質量統計和分析，識別出問題後及時告知責任部門，並跟蹤驗證責任部門的改善措施。

Environmental, Social and Governance Report

環境、社會及管治報告

Product Recall Procedure

The Group has established a complete control, review and disposal system for non-conforming products, which is mainly under the charge of the warehousing department and the quality department. During the year, there was no case of non-compliance of relevant laws and regulations which had a significant impact on the Group relating to the health and safety of products. During the year, there was no recall of sold or shipped products for safety and health reasons.

不合格產品召回機制

本集團已建立完善的不合格品控制、評審和處置製度，主要由倉儲部和品質部兩個部門負責。年內，本集團無任何違反有關提供產品的健康與安全且對本集團造成重大影響的法律法規事宜。年內，公司無已售或已運送產品中因安全與健康理由而需回收的情況。

For the disposal of unqualified products returned by customers, the quality department organizes confirmation and investigation of the reasons for the failure and the relevant responsible units
對於顧客退貨不合格品的處置，由品質部組織確認、調查不良原因及相關責任單位

Then the technical department proposes a disposal plan based on the poor condition of the returned products, which is countersigned by the relevant departments and then handed over to the supply chain management department for disposal
隨後技術部門依據客退產品的不良狀況提出處置方案，經有關部門會簽後，交供應鏈管理部處置

The returned products due to customer's reasons should be fed back to the marketing center, and the marketing center will communicate with the customer for processing
隨後技術部門依據客退產品的不良狀況提出處置方案，經有關部門會簽後，交供應鏈管理部處置

If the product is found defective after the product has been delivered to the customer (including during transportation) or after the customer has put it into use, the customer shall be notified of the unqualified information in time and corresponding measures shall be taken
如已將產品交付給客戶（含在運輸途中）或客戶已投入使用後才發現的不合格品，需及時將不合格信息知會客戶並採取相應的處理措施

Recall unqualified products when necessary, and the recall of unqualified products shall be carried out with reference to the Product Recall Control Procedure
必要時將不合格產品召回，不合格品的召回參照《產品召回控制程序》執行

Product Marketing and Labelling

In order to improve efficiency and standardize the use of logos, the quality department of the Group distributes the unified logo shape and usage standards and specifications to all departments. According to the energy efficiency label style uniformly stipulated by the state, various environmental labels and safety instructions are set out in the product instruction manual, which is convenient for customers to read and understand product specifications, precautions for safety and use, so as to help customers use our products more conveniently and effectively. During the year, there was no case of non-compliance with relevant laws and regulations which had a significant impact on the Group relating to product advertising and labelling.

產品銷售及標籤

為提高效率，統一規範標識使用，本集團品質部將統一的標識形狀及使用標準規範貫徹至各部門。根據國家統一規定的能效標識樣式在產品使用說明書中標註出各種環境標誌和安全說明，方便客戶進行閱讀並了解產品規格、安全預防措施及使用注意事項等信息，從而幫助客戶更方便有效地使用本產品。年內，本集團無任何違反有關提供產品的廣告、標籤事宜且對本集團造成重大影響的法律法規事宜。

Environmental, Social and Governance Report

環境、社會及管治報告

Product Innovation

Innovation is the unremitting driving force for sustainable development. The Group adheres to the core strategy of “Technology-driven and User First”, improves the R&D system through innovative smart lighting solutions, and continues to explore new products and services, so as to lead the concept of industry change and promote common sustainable development.

Green and Innovative Products

The Group regards improving the living environment of human beings as the key direction of product research and development. It strives to improve the life quality of consumers, realize the vision of sustainable development and continuous evolution, and build a more intelligent, more environmentally friendly and more technologically advanced living space. For ensuring that production and sales of lighting products meet national and industry standards, we further consider environmental protection factors in product design, raw material acquisition, etc., and continuously improve the energy efficiency of our products and reduce the negative impact on the environment.

產品創新

創新乃可持續發展的不懈動力，本集團堅持「科技驅動，用戶為先」的核心戰略，通過創新照明智慧方案，完善提升研發體系，持續探索全新產品和服務，引領行業變革理念，促進共同的可持續發展。

綠色及創新產品管理

本集團以改善人類生活環境，作為產品研發關鍵方向；為提升消費者生活品質，實現可持續發展並不斷演進的生活願景，構築更智能，更環保，更科技的生存空間而努力。在要求生產、銷售的照明產品滿足國家及行業標準的基礎上，我們進一步從產品設計、原材料獲取等方面納入環保因素的考量，不斷提升自身產品的能源效益，減低對環境的負面影響。



Life-cycle Management of New Products
 新產品的全生命週期管理

Environmental, Social and Governance Report

環境、社會及管治報告

Product Research and Development

NVC International regards “user first” as the sole guiding principle for enterprise development, takes improving human living environment as the purpose and direction of product research and development, and adopts a new structure of user demand-oriented research and development and product design to help us enhance core competitiveness in science and technology. The Group continues to build a matrix of scientific research laboratories in the “Technology Iron Triangle” – the international science and technology innovation center, the global industrial design center and the AIOT research institute to comprehensively improve technology research and development capabilities. At the same time, we have established a customer-centric big data analysis library, from data collection, data access and storage, visual query and analysis to data-driven decision-making and product intelligence, so as to achieve a fully data-driven linkage, gain a comprehensive insight into user needs and provide recommendations for targeted products and solutions.

We have established a complete product development infrastructure with four R&D centres in Shanghai, Zhejiang, Guangdong and Birmingham, UK. During the year, the Group signed contracts with two qualified patent agents, namely INNOPAT Intellectual Property Co., Ltd. and Kangxin Partners P.C. We have submitted 20 CIS patent applications to the official offices, including 6 PCT patent applications, 6 domestic invention applications and 8 domestic utility models involving water purification, air purification and general technology. In 2021, the Group had a total of 29 new licensed patents.

產品研發

雷士國際將「用戶為先」作為企業發展的唯一準則，以改善人類生活環境作為產品研發的宗旨及方向，以用戶需求導向研發及產品設計的全新架構，助力品牌增強科技為核心的競爭力，持續建設「科技鐵三角」科研實驗室矩陣——國際科創中心，全球工業設計中心以及AIOT研究所，全面提升技術研發能力。同時，我們建立以客戶為中心的大數據分析庫，從數據採集、數據接入與存儲、可視化查詢與分析到數據驅動決策和產品智能，實現數據驅動全鏈路，全面洞察用戶需求，提供針對性的產品和解決方案的建議。

本集團已建立完善的產品開發基礎架構，我們在中國上海、浙江、廣東和英國的伯明翰設有四個研發中心。年內，本集團引進兩家合格的專利代理商並完成合同簽訂，為珠海智專專利商標代理有限公司和北京康信知識產權代理有限責任公司；CIS專利申請完成遞交官局20份，包括6項PCT專利申請，6項國內發明申請，8項國內實用新型，涉及水淨、空淨和通用技術多個領域。2021年，本集團共新增獲授權專利29項。

Environmental, Social and Governance Report

環境、社會及管治報告

Protecting Intellectual Property Rights

The Group attaches great importance to protection of intellectual property rights, and has formulated a series of systems including the Management Procedures for Protection of Intellectual Property Rights and the Management Procedures for Confidentiality of Intellectual Property Rights, to ensure orderly intellectual property protection. At the same time, we actively monitor and analyze the intellectual property dynamics in the industry to ensure that the Group's product development and brand building do not infringe upon intellectual property rights of others. The Group was not involved in any litigation related to the infringement of intellectual property rights during the year.

保障知識產權

本集團高度重視知識產權的保護，通過制定《知識產權保護管理程序》、《知識產權保密管理程序》等一系列製度保障本集團知識產權工作的有序開展。同時，我們積極對行業知識產權動態進行監控和分析，以此確保本集團的產品研發和品牌建設不會侵犯他人知識產權。本集團於年內並不涉及任何與侵犯知識產權有關的訴訟。



Three Stages for Protection of Intellectual Property Rights
知識產權保護工作的三大階段

Customer Responsibility

The Group puts the health and safety of customers first, strictly controls the quality of raw materials for products, and eliminates the possibility of harmful substances adversely affecting customers' health. With the goal of improving customer satisfaction, we respect customer feedback and respond to their needs in a timely manner, create maximum value for customers with excellent products and services, and fully protect the rights and interests of customers.

In order to understand customer satisfaction more clearly, we have formulated quantitative evaluation indicators starting from four dimensions of product quality, service, price, and delivery, a total of 11 evaluation indicators. After the collected data is summarized and analyzed, a comprehensive evaluation of customer satisfaction can be obtained. Based on the results of the analysis, we identify improvement areas and projects within a defined period to meet the needs and expectations of the clients.

客戶責任

本集團將客戶的健康與安全放在首位，嚴格把控產品原材料的質量，從源頭杜絕有害物質對客戶健康造成不利影響的可能性。以提升客戶滿意度為目標，尊重客戶反饋並及時回應其需求，以卓越的產品與服務為客戶創造最大價值，全力保障客戶的權益。

為更清晰地瞭解客戶滿意度，我們制定量化的評價指標，從產品質量、服務、價格、交付四個維度出發，共計11項評估指標。收集到的數據在進行匯總分析後，可得出客戶滿意度綜合評定。依據分析結果，我們將確定明確時間段內的改善工作和項目，以符合客戶的需求和期望。

Environmental, Social and Governance Report

環境、社會及管治報告

Customer Satisfaction

The Group pays attention to opinions and feelings of customers and actively communicates with customers. The Group has established the Customer Satisfaction Measurement and Evaluation Procedures and the Stakeholder Satisfaction Survey Control Procedures and set up a customer complaint hotline and mailbox managed by special personnel to collect customer opinions through various channels. At the same time, we analyse and consolidate the information on new products and services so that customers can download a leaflet with a list of new product data directly from the Group's official website at any time and from any place to obtain accurate and sufficient product information in a timely manner.

客戶滿意度

本集團注重客戶的意見和感受，與客戶開展積極的溝通。本集團製定《顧客滿意度測量評價程序》和《利益相關方滿意度調查控制程序》，設立由專人負責管理的客戶投訴熱線及郵箱，通過多種渠道收集客戶意見。同時，我們對本集團新產品和服務信息進行梳理整合，客戶可隨時隨地直接於本集團官網上下載有新產品數據列表的單張，及時獲得準確且充分的產品信息。



Customer Satisfaction Survey Mechanism
客戶滿意度調查機制

In order to further explore areas in which internal management of the Group needs to be improved and to reflect the care for the distributors, we conducted a satisfaction survey on the distributors through telephone calls and questionnaires during the year to understand their evaluation of our products and services from four dimensions: product planning, product supply, market management, technical support and service, with the satisfaction of above 95%. In response to the queries raised by distributors, we will improve the efficiency of communication with them, speed up product supply and strengthen the provision of technical support and product training support, aiming to maintain a healthy and stable cooperative relationship with distributors.

為進一步挖掘本集團內部管理需要改進的方面，體現對經銷商的關懷，我們於年內對經銷商通過電話、問卷星等方式開展滿意度調研，從產品規劃、產品供應、市場管理、技術支持與服務四個維度瞭解其評價，滿意度均位於95%以上。針對經銷商反映出的問題，我們將提高與其溝通效率，加快產品供應速度，加強提供技術保障和產品培訓支持，保持與經銷商的健康穩固的合作關係。

Environmental, Social and Governance Report

環境、社會及管治報告

Customer Privacy

The Group attaches great importance to privacy and security of customer information and continuously strengthens and regulates collection, review, maintenance and management of customer-related information and comprehensively safeguards the privacy rights and interests of customers. The Group incorporates customer privacy protection into the contract, and further clarifies the details of customer information security and protection in the employment contract and the employee handbook, making clear the related requirements to employees for protecting customer privacy. No employee can disclose personal information of customers to third parties without the consent of the customers themselves; and employees should strictly comply with the data privacy policy and are strictly prohibited from acting in breach of data confidentiality.

Customer Complaint Mechanism

We deal with customer complaints about product quality in a timely and effective manner, ensure that customer complaints are satisfactorily resolved, improve the quality of our products and avoid the same quality accidents from happening again. For this purpose, the Group has established the After-sales Claims Settlement Process and Policy and clarified the internal after-sales service management process to ensure stable and effective after-sales services. We also record and make statistics on defective products and analyze the reasons for continuous improvement of products and services.

客戶私隱

本集團高度重視客戶信息隱私安全，不斷加強規範客戶相關信息的收集、查閱、維護和管理工作，全方位維護客戶隱私權益。本集團將客戶隱私保護寫入合同中，並於僱傭合約及員工手冊中進一步明確客戶信息安全保護細節，對員工保障客戶隱私作出明確要求。任何員工在未征得客戶本人同意的情况下，不得向第三方洩漏客戶個人信息；員工須嚴格遵守數據隱私政策，嚴禁作出任何違反數據保密的行為。

客戶投訴機制

為了及時、有效地處理客戶投訴產品質量問題，確保客戶投訴問題得到滿意的解決，提升我司產品品質，避免同樣的質量事故再次發生，本集團設立《售後理賠流程及政策》，明確內部售後服務管理流程，以保障售後服務工作穩定有效運行。我們亦針對問題產品進行紀錄及統計，分析其原因，以持續改善產品與服務。



Customer Complaint Handling Process
客戶投訴處理流程

Environmental, Social and Governance Report

環境、社會及管治報告

At the same time, the Group has set up the Customer Complaint Handling Procedures, which specify the complaint mechanism, person in charge and closing time. Customers can provide feedback and suggestions on our products and services through telephone, internet, and customer satisfaction surveys. Customer Service Department, Quality Department, Technology Department, Supply Chain Management Department and other related departments and suppliers perform their respective duties and assist each other to jointly resolve customer complaints. For major customer complaints, the Group responds to customers within 4 hours, completes containment measures within 24 hours and completes 8D reports within 3 days⁷. During the year, the Group received a total of 162 complaints, and resolved them based on the procedures for 100% of the complaining customers.

Supply Chain Management

Suppliers are important partners of the Group in pursuing sustainable development. The Group continuously improves its supplier management system and integrates the key elements of sustainable development into the whole process of supplier admission, certification, selection, performance evaluation and management, providing an important guarantee for the provision of safe, healthy and high-quality products.

Strict Procurement Standards

We recognize that suppliers are critical to product quality. We strictly control the quality of products from the procurement process, and continue to manage the quality of the high-quality supply chain, so as to effectively avoid the risk of violations caused by unqualified supplies and service quality of suppliers. The Group has formulated internal systems such as the Control Procedures for Supplier Management, the Supplier Management System and the Basic Regulations for Procurement Management to standardize a series of operational processes such as supplier development, review, admission, assessment and elimination. During the year, the Group had 1,051 qualified suppliers, of which a total of 998 were located in Mainland China, 14 in Hong Kong and 39 overseas, with an increase of 78 qualified suppliers as compared with 2020.

同時，本集團設有《顧客投訴處理程序》，明確投訴機制、負責人和關閉時間規定。客戶可通過電話、網絡、客戶滿意度調查等渠道反饋其對我們提供的產品及服務的意見與建議。客服部、品質部、技術部、供應鏈管理部及其它相關部門與供應商各司其職，相互協助，共同解決客戶投訴問題。對於重大客戶投訴，本集團要求4H內響應客戶，24H內完成圍堵措施；3天內完成8D報告⁷。年內，本集團共收到投訴162宗，已100%為客戶按流程解決。

供應鏈管理

供應商是本集團實現可持續發展的重要合作夥伴，集團不斷完善供應商管理體系，將可持續發展的關鍵要素融入至供應商準入、認證、選擇、績效評估與管理的全流程，為提供安全、健康、高質的產品質量提供重要保證。

嚴格採購標準

我們深知供應商對於產品質量至關重要，從採購環節開始即嚴控產品質量，延續對優質供應鏈質量的管理，以有效規避因供貨商供貨及服務質量不合格而導致違規的風險。本集團製定《供應商管理控制程序》、《供應商管理製度》和《採購管理工作基本規範》等內部製度，為規範供應商開發、評審、準入、考核、淘汰等一系列操作流程提供管理依據。年內，本集團的合格供應商共1,051家，其中共有998家位於中國大陸，14家位於香港地區，39家位於海外，總計相較2020年新增78家。

⁷ 8D report, also known as 8D problem solving method, is a method used by quality engineers or other professionals to deal with and solve problems.

⁷ 8D 報告 (8D report) 亦稱為 8D 問題解決法，是品質工程師或其他專業人員用於處理及解決問題的方法。

Environmental, Social and Governance Report

環境、社會及管治報告



Supplier Management Flowchart
供應商管理流程圖

New supplier assessment is an important part of supplier management. We classify suppliers according to the type of purchased items, and then conduct on-site and data reviews. When a new supplier passes the evaluation, it is considered qualified for trial, and the trial period is three months. After the trial period, the Supplier Management Department confirms whether relevant suppliers meet the management requirements for qualified suppliers in the trial period. If yes, these suppliers are included in the List of Qualified Suppliers which is updated quarterly by the relevant departments. We hope to establish long-term and stable cooperative relations with suppliers through this, while ensuring that their production level and product quality meet the requirements of the Group.

When a supplier is rated as unqualified in the annual audit, the Group suspends new project cooperation and gives it a 3-month rectification period while preparing for any possible transfer-order plan. If the re-examination remains unqualified, the BU Supplier Management Department fills in the Supplier Elimination Application Form, which is reviewed by the department head the Quality Management Department and the Technology Development Department. After review, the Supplier Management Department of the Group signs the form, and the supply chain head of the Group cancels its qualification as a qualified supplier upon approval.

新供應商評估是供應商管理重要的一環，我們根據採購品的種類對供應商進行分類，隨後對其進行現場評審與資料評審。當新供應商評定結果為有條件通過時，判定為可試用，試用期限為三個月。試用期結束後，由供應商管理部確認其是否滿足試用階段合格供應商的管理相關要求，若滿足則納入《合格供應商名錄》並每季度更新一次至相關部門。我們希望以此與供應商建立長期穩固的合作關係，同時確保其生產水平及產品質量滿足本集團的要求。

對於年度審核中評定為不合格的供應商，本集團將暫停其新項目合作並給予其3個月的整改期，採購同步準備轉單計劃；若復審仍為不合格則由BU供應商管理部填寫《供應商淘汰申請表》，經部門負責人審核，品質管理部、技術開發部會審，集團供應商管理部會簽，集團供應鏈負責人批准後，取消其合格供應商資格。

Environmental, Social and Governance Report

環境、社會及管治報告



Process for Selecting Qualified Suppliers
篩選合格供應商流程

Promoting Responsible Procurement

In order to ensure that suppliers assume their own environmental, employee and social responsibilities, all suppliers must pass the Group's social and environmental responsibility risk assessment, including filling in the EICC Social Responsibility Survey Form and signing the Social Responsibility Pledge, so as to urge suppliers to comply with various regulations of supply chain management.

推動責任採購

為確保供應商承擔相應的環境、員工及社會的責任，所有供應商須通過本集團的社會與環境責任風險評估，包括填寫《EICC社會責任調查表》，簽署《社會責任承諾書》，以督促供應商符合供應鏈管理的各項規範。

Environmental, Social and Governance Report

環境、社會及管治報告

Management Measures on Suppliers' Social Responsibility 供應商社會責任管理方法

- Establish a social responsibility performance file for suppliers, and maintain evidence and records of evaluation results and improvement measures
建立供應商社會責任表現檔案，保持供應商評估結果和改善措施的證據和記錄
- Select suppliers based on their social responsibility performance, and give priority to suppliers who perform well and are willing to improve
建立供應商社會責任表現檔案，保持供應商評估結果和改善措施的證據和記錄
- All suppliers should sign the Social Responsibility Pledge after receiving an order or contract, and promise to abide by local labor regulations and industry standards
所有供應商得到訂單或合同都應簽署社會責任承諾書，承諾遵守當地勞動法規和行業標準
- The production department arranges an on-site audit for suppliers at least once a year to evaluate the supplier's social responsibility performance and follow up on improvement measures
生產部每年至少安排一次供應商現場審核，評估供應商社會責任表現，跟進改善措施
- Existing suppliers who intentionally use child labor, forced labor or other violations of labor laws and regulations shall be immediately terminated from the partnership
發現有供應商故意使用童工，強迫勞動力或其他違反勞動法規的現象，應立即停止合作關係

Promoting Green Procurement

The Group actively promotes green purchasing. In purchasing activities, we give priority to environmentally friendly products and services, taking into account and with due consideration of social responsibility and environmental performance of suppliers. We require suppliers of extremely important production materials to have ISO9001, RoHS and 3C certificates etc. to help us understand their management level at the environmental and social aspects. We require our suppliers to strictly manage the chemicals in their products and also work with them in terms of energy and water conservation to reduce the negative impact of their operations on the environment. We consider cancelling of suppliers who are punished by administrative organs of the government for violating relevant social responsibilities.

推動綠色採購

本集團積極推動綠色採購，在採購活動中，充分考慮供應商的社會責任及環境效益，優先採購環境友好的產品與服務，兼顧經濟和環境效益。我們要求提供極重要生產性物料的供應商需具備ISO9001證書、RoHS證書、3C證書等認證，以助我們了解其於環境、社會層面的管理水平。我們要求供應商對產品中的化學物質進行嚴格管理，同時亦從節能、節水等方面與供應商共同努力，降低營運對環境產生的負面影響。對於出現因違反相關社會責任而受到政府行政機關處罰的供應商，我們將考慮取消其合格供應商資格。

Environmental, Social and Governance Report

環境、社會及管治報告

Clean and Honest Operation

The Group advocates a corporate culture of honesty and fairness and has adopted a “Zero Tolerance” attitude towards any form of corruption and bribery. For all global business activities, the Group strictly complies with laws and regulations on anti-corruption⁸ to prevent any acts of unfair competition, thus creating an honest and efficient working environment.

Anti-corruption

The Group has formulated a series of anti-corruption management systems such as the Anti-Fraud Management System and the Regulations on Incorrupt Practices to prohibit bribery, embezzlement, misappropriation of public funds, unfair competition and other violations of professional ethics.

The Group adheres to a fair and impartial professional attitude to ensure integrity in our business operations. We evaluate materiality and possibility of fraud risk every year and implement the corresponding risk control measures according to the evaluation results, including but not limited to providing moral education and strengthening constraints under documents and systems. We avoid any direct or indirect forms of bribery and other commercially illegal acts, and strictly manage the flow of funds of the Group to prevent money laundering. We also require every employee to strictly abide by business ethics, follow the Group’s management system of the Regulations on Incorrupt Practices and sign the Integrity and Self-discipline Undertaking.

Whistle-blowing and Grievance Mechanism

In order to smooth the whistle-blowing channels and use the Internet for addressing anti-corruption, the Group’s WeChat public account “Integrity NVC International” serves as the official window for NVC International to receive whistle-blowing and suggestions. This started operations during the year. Employees can report potential corruption incidents through the whistle-blowing mailbox or WeChat official account to maintain the Group’s clean environment and prevent corruption.

為暢通檢舉通道，發揮互聯網在反腐敗中的作用，集團於年內利用公眾號“廉正雷士國際”作為雷士國際接受舉報、建議的官方窗口開始運營。員工可通過舉報郵箱或公眾號舉報潛在貪腐事件，以維護集團的廉潔環境，預防腐敗的滋生。



廉潔從業

本集團倡導廉潔公正的企業文化，對任何形式的腐敗賄賂行為一律採取「零容忍」的態度。在全球所有的業務活動中，本集團均嚴格遵守反貪腐相關法律及法規⁸，杜絕任何不正當競爭的行為，致力於營造廉潔高效的工作氛圍。

反腐敗管理工作

本集團制定《反舞弊管理製度》、《廉潔從業規定》等反腐系列管理製度，禁止賄賂、貪污、挪用公款、不正當競爭等違背職業操守之情況的發生。

本集團本著公平公正的職業態度，為廉潔從業保駕護航。我們每年對舞弊風險的重要性及可能性進行評估，根據評估結果實施相應的風險管控措施，包括但不限於提供道德教育培訓、加強文件制度約束等；避免任何直接或間接形式的行賄、受賄等商業違法行為，嚴格管控本集團資金流向，杜絕洗錢行為發生。我們亦要求每一位員工嚴格恪守商業道德，遵守本集團的《廉潔從業規定》管理製度，並簽署《廉潔自律承諾書》。

舉報投訴機制

⁸ For laws and regulations on anti-corruption, please see the section headed Laws and Regulations in this Report

⁸ 反貪污相關法律法規請參見本報告法律及法規章節

Environmental, Social and Governance Report

環境、社會及管治報告

The Group has established a whistle-blowing and grievance mechanism consisting of four channels: letters, visits, calls and the Internet, and is committed to encouraging employees and related parties with direct or indirect business relationships with us to report corruption through various channels we have set up to effectively play a supervisory role. The Audit and Risk Control Department investigates possible violations and reports the investigation results to the Board of Directors or the chairman of the Board. If an employee is found to have violated relevant regulations, he/she is subject to disciplinary actions, including dismissal, demotion, and position transfer, based on relevant regulations. If an employee is found to have violated the criminal law, such a case is transferred to judicial authorities for handling. During the year, there was no case of non-compliance of relevant laws and regulations that had a significant impact on the Group relating to bribery, extortion, fraud, and money laundering, and the Group was not involved in any corruption cases.

本集團建立起來信、來訪、來電、網絡“四位一體”的舉報投訴機制，致力於鼓勵員工及與我們有直接或間接業務關係的相關方通過我們設立的多種渠道舉報貪腐行為，有效發揮監督作用。審計風控部對可能存在的商業違法行為進行調查並將事件結果上報至董事會或董事長。倘發現員工有違規行為，將依據相關規定給予紀律處分，包括撤職、降級及調崗等，觸犯刑律者則移送司法機關處理。年內，本集團及其僱員無任何違反有關賄賂、勒索、欺詐及洗黑錢且對本集團有重大影響的相關法律及法規事宜，亦無涉及任何貪腐個案。

The whistleblower reports the corruption event
知情人士舉報貪腐事件

The Audit and Risk Control Department investigates the event and collects evidence
審計風控部進行調查取證

When necessary, a special investigation team is established, and external expert is invited to support the investigation
必要時成立特別調查小組，邀請外部專家協助調查

Report Handling Process
舉報處理流程



Environmental, Social and Governance Report

環境、社會及管治報告

Anti-corruption Training

In order to deepen the Company's core values of integrity and further enhance the compliance management systems, the Group organizes employees to receive professional ethics training from time to time. During the year, we carried out integrity publicity and education for all employees and the Board, and successively updated and released institutional documents such as the Internal Audit Work Cooperation Regulations, the Anti-Fraud Management System, the Regulations on Incurrupt Practices and the Accountability Management Regulations on the OA channel from January to March 2021 to educate employees to improve their ideological moorings and strengthen their awareness of business ethics.

Community Engagement

The growth of the Group is inseparable from the support of the local community. The Group attaches great importance to creating a good community atmosphere, actively informs the details of its business performance to the society, promotes healthy development of the community, and provides financial assistance and donations to disadvantaged groups within its capacity. The Group mainly repays the community's support to the Group by means of donations. During the year, the Group provided assistance in the fight against the epidemic in Bac Ninh, Vietnam, and donated a total of RMB45,000 for the Covid-19 vaccines.

反腐倡廉培訓

為了深化公司正直誠信的核心價值觀，進一步落實合規管理體系建設，本集團不定期組織員工進行職業道德培訓。年內，我們面向全體員工和董事會通過進行廉潔宣傳教育，於2021年1-3月在OA渠道上相繼更新發佈《內部審計工作配合規定》、《反舞弊管理製度》、《廉潔從業規定》、《責任追究管理規定》等製度文件，教育員工提高思想警戒，強化商業道德意識。

社區參與

集團的發展與當地社區的支持密不可分，本集團注重打造良好的社區氛圍，積極將經營成果反哺於社會，推動社區的良性發展，並力所能及對社會弱勢群體進行資助和捐贈。本集團主要以捐款的方式回饋社區對本集團的支持。本集團於年內支持越南北寧省抗擊疫情，捐款Covid-19疫苗金，共人民幣45,000元。

Environmental, Social and Governance Report

環境、社會及管治報告

Performance Data Summary

數據表現摘要

Environmental Data

環境數據

| Indicator | 指標 | 2021 | 2020 ⁹ |
|--|-------------------------|------------|-------------------|
| Resources consumption | 資源消耗 | | |
| Electricity (kWh) | 電力 (度/千瓦時) | 24,134,309 | 21,763,561 |
| Petrol (Litre) | 汽油 (公升) | 57,639 | 44,860 |
| Diesel (Litre) | 柴油 (公升) | 10,836 | 6,820 |
| Natural gas (m ³) | 天然氣 (立方米) | 404,585 | 538,694 |
| Total energy consumption (GJ) | 能源消耗總量 (千兆焦耳) | 104,860 | 100,995 |
| Total energy intensity (GJ/thousand RMB revenue) | 總能源密度 (千兆焦耳/千元人民幣營業額) | 0.0442 | 0.0080 |
| Tap water (Tonne) | 自來水 (噸) | 133,467 | 95,499 |
| Water consumption intensity (Tonne/thousand RMB revenue) | 用水密度 (噸/千元人民幣營業額) | 0.0562 | 0.0406 |
| Greenhouse gas | 溫室氣體 | | |
| Total emissions (tCO ₂ e) | 總排放量 (噸二氧化碳當量) | 15,780 | 18,739 |
| Direct emission (scope 1) (tCO ₂ e) | 直接排放 (範圍一) (噸二氧化碳當量) | 1,057 | 1,303 |
| Indirect emission (scope 2) (tCO ₂ e) | 間接排放 (範圍二) (噸二氧化碳當量) | 14,724 | 17,436 |
| Emission intensity (tCO ₂ e/thousand RMB revenue) | 排放密度 (噸二氧化碳當量/千元人民幣營業額) | 0.0066 | 0.0333 |

⁹ Apart from intensity data, the environmental data for 2020 disclosed in this report only includes data for "Continuing Operations" (the headquarter of NVC International Holdings Limited, Zhejiang Jiangshan Base, Shanghai Qingpu Base and Guangdong Zhuhai Base)

⁹ 除密度數據外，本報告所披露的2020年環境數據只包括「持續經營業務」（雷士國際控股有限公司總部、浙江江山基地、上海青浦基地、廣東珠海基地）的數據

Environmental, Social and Governance Report

環境、社會及管治報告

| Indicator | 指標 | 2021 | 2020 ⁹ |
|---|----------------|--------|-------------------|
| Exhaust gas pollutants | 廢氣污染物 | | |
| Nitrogen oxides (Tonne) | 氮氧化物 (噸) | 0.0663 | 0.0631 |
| Sulphur oxides (Tonne) | 硫氧化物 (噸) | 0.0010 | 0.0008 |
| Smoke and dust (Tonne) | 煙塵 (噸) | 0.4276 | 0.3033 |
| Wastewater pollutants | 廢水污染物 | | |
| Chemical oxygen demand (Tonne) | 化學需氧量 (噸) | 0.52 | 1.27 |
| Ammonia – Nitrogen (Tonne) | 氨氮 (噸) | 0.16 | 0.21 |
| Hazardous waste | 有害廢棄物 | | |
| Total amount of hazardous waste generated (Tonne) | 有害廢棄物總量 (噸) | 9.58 | 9.52 |
| Waste oil (Tonne) | 廢油 (噸) | – | – |
| Sludge residuals (Tonne) | 剩餘污泥 (噸) | – | – |
| Packages for waste mineral oil (Tonne) | 廢棄礦物油包裝 (噸) | 0.10 | 0.14 |
| Oily wastewater (Tonne) | 含油廢水 (噸) | – | – |
| Waste packaging drums (Tonne) | 廢包裝桶 (噸) | 0.12 | – |
| Waste lamp tubes (Tonne) | 廢燈管 (噸) | 2.84 | 1.42 |
| Activated carbon (Tonne) | 活性炭 (噸) | – | – |
| Waste circuit boards (Tonne) | 廢舊電路板 (噸) | 6.50 | 7.96 |
| Others (Tonne) | 其他 (噸) | 0.02 | – |
| Non-hazardous waste | 一般廢棄物 | | |
| Total amount of non-hazardous waste generated (Tonne) | 一般廢棄物總量 (噸) | 1,288 | 1,108 |
| Recycled waste (Tonne) | 回收量 (噸) | 875 | 731 |
| Non-recyclable waste (Tonne) | 不回收量 (噸) | 413 | 377 |
| Consumption of packaging materials | 包裝材料使用量 | | |
| Total amount of packaging materials (Tonne) | 包裝材料總量 (噸) | 10,588 | 9,606 |
| Plastic bags (Tonne) | 塑膠袋 (噸) | 85 | 83 |
| Colour boxes (Tonne) | 彩盒 (噸) | 4,124 | 3,313 |
| Paper boxes (Tonne) | 紙箱 (噸) | 6,287 | 6,014 |
| Labels (Tonne) | 標籤 (噸) | 19 | 13 |
| Others (Tonne) | 其他 (噸) | 73 | 183 |

Environmental, Social and Governance Report

環境、社會及管治報告

Employee Data

員工數據

| | | 2021 | 2020 |
|-------------------------------------|---------------|--------------|-------|
| Total number of employees | 總人數 | 2,627 | 2,800 |
| Gender distribution | 性別分佈 | | |
| Male | 男性 | 1,068 | 1,101 |
| Female | 女性 | 1,559 | 1,699 |
| Functional distribution | 職能分佈 | | |
| Management | 管理 | 538 | 237 |
| Front-line | 前線 | 2,089 | 2,563 |
| Age distribution | 年齡分佈 | | |
| <30 | <30 | 532 | 643 |
| 30-50 | 30-50 | 1,840 | 1,917 |
| >50 | >50 | 255 | 240 |
| Regional distribution | 地區分佈 | | |
| Mainland China | 內地 | 2,223 | 2,363 |
| Hong Kong | 香港 | 10 | 5 |
| Overseas | 海外 | 394 | 432 |
| Employment type distribution | 僱傭類型分佈 | | |
| Full-time | 全職 | 2,626 | 2,800 |
| Part-time | 兼職 | 1 | - |
| Contract type distribution | 合同類型分佈 | | |
| Long-term contract | 長期合同 | 587 | 613 |
| Fixed-term contract | 固定期合同 | 2,040 | 2,187 |



Environmental, Social and Governance Report

環境、社會及管治報告

| | | 2021 | 2020 |
|--|------------------|--------|-------|
| Educational distribution | 學歷分佈 | | |
| Doctor's degree | 博士 | 1 | 0 |
| Master's degree | 碩士 | 28 | 18 |
| Bachelor's degree | 本科 | 349 | 267 |
| College degree | 大專 | 384 | 304 |
| Below college degree | 大專以下 | 1,865 | 2,211 |
| Turnover – by age | 流失情況 按年齡 | | |
| Number of employees lost | 流失人數 | | |
| <30 | <30 | 594 | 576 |
| 30-50 | 30-50 | 876 | 643 |
| >50 | >50 | 126 | 79 |
| Quarterly average turnover rate | 季度平均流失率 | | |
| <30 | <30 | 27.91% | 27.6% |
| 30-50 | 30-50 | 11.90% | 8.8% |
| >50 | >50 | 12.35% | 8.3% |
| Turnover – by region | 流失情況 按地區 | | |
| Number of employees lost | 流失人數 | | |
| Mainland China | 內地 | 1,367 | 1,101 |
| Hong Kong | 香港 | 3 | 4 |
| Overseas | 海外 | 226 | 193 |
| Quarterly average turnover rate | 季度平均流失率 | | |
| Mainland China | 內地 | 15.37% | 11.8% |
| Hong Kong | 香港 | 7.50% | 22.2% |
| Overseas | 海外 | 14.34% | 20.3% |
| Turnover – by gender | 流失情況–按性別 | | |
| Number of employees lost | 流失人數 | | |
| Male | 男性 | 801 | 674 |
| Female | 女性 | 795 | 624 |
| Quarterly average turnover rate | 季度平均流失率 | | |
| Male | 男性 | 18.75% | 16.6% |
| Female | 女性 | 12.75% | 10.0% |
| New hire – by age | 新招聘情況–按年齡 | | |
| Number of new employees | 新入職人數 | | |
| <30 | <30 | 538 | 649 |
| 30-50 | 30-50 | 677 | 691 |
| >50 | >50 | 44 | 33 |
| Quarterly average new hire rate | 季度平均新入職率 | | |
| <30 | <30 | 25.28% | 31.1% |
| 30-50 | 30-50 | 9.20% | 9.5% |
| >50 | >50 | 4.31% | 3.5% |

Environmental, Social and Governance Report

環境、社會及管治報告

| | | 2021 | 2020 |
|---|-------------------------------|--------|--------|
| New hire – by region | 新招聘情況-地區 | | |
| Number of new employees | 新入職人數 | | |
| Mainland China | 內地 | 1,169 | 998 |
| Hong Kong | 香港 | 3 | 1 |
| Overseas | 海外 | 87 | 374 |
| Quarterly average new hire rate | 季度平均新入職率 | | |
| Mainland China | 內地 | 13.15% | 10.7% |
| Hong Kong | 香港 | 7.50% | 5.6% |
| Overseas | 海外 | 5.52% | 39.3% |
| New hire – by gender | 新招聘情況-按性別 | | |
| Number of new employees | 新入職人數 | | |
| Male | 男性 | 651 | 671 |
| Female | 女性 | 608 | 702 |
| Quarterly average new hire rate | 季度平均新入職率 | | |
| Male | 男性 | 15.24% | 16.5% |
| Female | 女性 | 9.75% | 11.2% |
| Training performance – by gender | 培訓績效-按性別 | | |
| Total number of employees trained | 受訓總人數 | | |
| Male | 男性 | 873 | 902 |
| Female | 女性 | 1,406 | 1,431 |
| Percentage of employees trained | 受訓百分比 | | |
| Male | 男性 | 81.74% | 81.9% |
| Female | 女性 | 90.19% | 84.2% |
| Total training hours | 受訓總時數 | | |
| Male | 男性 | 11,479 | 2,177 |
| Female | 女性 | 19,728 | 156 |
| Training performance – by function | 培訓績效-按職能 | | |
| Total number of employees trained | 受訓總人數 | | |
| Management | 管理 | 330 | 156 |
| Front-line | 前線 | 1,949 | 2,177 |
| Percentage of employees trained | 受訓百分比 | | |
| Management | 管理 | 61.34% | 65.8% |
| Front-line | 前線 | 93.30% | 84.9% |
| Total training hours | 受訓總時數 | | |
| Management | 管理 | 3,565 | 2,392 |
| Front-line | 前線 | 27,642 | 22,314 |
| Occupational safety and health training¹⁰ | 職業安全與健康培訓¹⁰ | | |
| Total training person-time | 培訓總人次 | 7,689 | 5,416 |
| Total training hours | 培訓總時數 | 15,466 | 18,785 |

¹⁰ The data of occupational safety and health training covers data of Zhejiang Jiangshan Base, Shanghai Qingpu Base, Guangdong Zhuhai Base and Vietnam NVC

¹⁰ 職業安全健康培訓數據披露浙江江山基地、上海青浦基地、廣東珠海基地及越南雷士的數據

Environmental, Social and Governance Report

環境、社會及管治報告

Operational Data

營運數據

| | | Unit | 單位 | 2021 | 2020 |
|----------------------------------|--------------|-----------|----|--------------|------|
| Total number of suppliers | 供應商總數 | / | 家 | 1,051 | 973 |
| Regional distribution | 地區分佈 | | | | |
| Hong Kong | 香港地區 | / | 家 | 14 | 18 |
| Mainland China | 中國大陸 | / | 家 | 998 | 935 |
| Other regions | 其他地區 | / | 家 | 39 | 20 |
| Community engagement | 社區參與 | | | | |
| Public welfare investment | 公益投入 | RMB10,000 | 萬元 | 4.5 | 25.0 |
| Hours of voluntary work | 義務工作時數 | Hour | 小時 | - | - |

Environmental, Social and Governance Report

環境、社會及管治報告

Content Index

The content index of this Report includes the Global Reporting Initiative Sustainability Reporting Standards, and the Environmental, Social, and Governance Reporting Guide set out in Appendix 27 of the Main Board Listing Rules of The Hong Kong Stock Exchange.

內容索引

本報告內容索引包含《全球報告倡議組織可持續發展報告標準》及香港聯合交易所主板上市規則附錄二十七《環境、社會及管治報告指引》。

| | | GRI | ESG Guide | Description | Section/Remark | | |
|---------------------------|-------------|-----------|-----------|--|----------------|--|-------------|
| | | Indicator | ESG Guide | Description | Section/Remark | | |
| | | GRI指標 | ESG指引 | 描述 | 章節/備註 | | |
| General Disclosure | 一般披露 | | | | | | |
| Organisational Profile | 組織概況 | 102-1 | | Name of the organisation | 組織名稱 | Cover the Annual Report | 年報封面 |
| | | 102-2 | | Activities, brands, products and services | 活動、品牌、產品與服務 | Annual Report – Management Discussion and Analysis | 年報-管理層討論與分析 |
| | | 102-3 | | Location of headquarter | 總部位置 | Hong Kong, China | 中國香港 |
| | | 102-4 | | Location of operations | 經營位置 | Annual Report – Company Profile | 年報-公司介紹 |
| | | 102-5 | | Ownership and legal form | 所有權與法律形式 | Annual Report – Company Profile | 年報-公司介紹 |
| | | 102-6 | | Markets served | 服務的市場 | Annual Report – Company Profile | 年報-公司介紹 |
| | | 102-7 | | Scale of the organisation | 組織規模 | Annual Report – Financial Highlights | 年報-財務概要 |
| | | 102-8 | B1.1 | Information on employees and other workers | 關於員工和其他工作者的資訊 | Employee Composition | 員工構成 |
| | | 102-9 | B5 | Supply chain | 供應鏈 | Supply Chain Management | 供應鏈管理 |
| | | 102-10 | | Significant changes to the organisation and its supply chain | 組織及其供應鏈的重大變化 | No Significant Changes | 無重大變化 |
| | | 102-11 | | Precautionary principle or approach | 預警原則或方針 | Environmental management | 環境管理 |
| | | 102-12 | | External initiatives | 外部倡議 | Code of Conduct – Responsible Business Alliance | 負責任商業聯盟行為準則 |
| | | 102-13 | | Membership of associations | 協會的成員資格 | Sustainability Management | 可持續發展管理 |



Environmental, Social and Governance Report

環境、社會及管治報告

| | | GRI Indicator GRI指標 | ESG Guide ESG指引 | Description 描述 | | Section/Remark 章節/備註 | |
|------------------------|---------|---------------------------|--------------------|--|----------------|--|-------------------|
| Strategy | 戰略 | 102-14 | | Statement from senior decision-maker | 高級決策者的聲明 | Chairman's Statement | 主席致辭 |
| Ethics and Integrity | 道德和誠信 | 102-16 | | Values, principles, standards and norms of behaviour | 價值、原則、標準及行為規範 | Sustainability Management | 可持續發展管理 |
| Governance | 管治 | 102-18 | | Governance structure | 管治結構 | Sustainability Management | 可持續發展管理 |
| Stakeholder Engagement | 利益相關方參與 | 102-41 | | Collective bargaining agreements | 集體談判協定 | If they are not applicable in locations of operation, relevant laws shall be complied with | 運營所在地不適用，遵守相關法律法規 |
| | | 102-42 | | Identifying and selecting stakeholders | 利益相關方的識別和遴選 | Stakeholder Engagement | 利益相關方溝通 |
| | | 102-43 | | Approach to stakeholder engagement | 利益相關方參與方針 | Stakeholder Engagement | 利益相關方溝通 |
| | | 102-44 | | Key topics and concerns raised | 提出的主要議題和關切問題 | Stakeholder Engagement | 利益相關方溝通 |
| Reporting Practice | 報導實踐 | 102-45 | | Entities included in the consolidated financial statements | 合併財務報表中所涵蓋的實體 | Annual Report – Notes to the Consolidated Financial Statements | 年報-合併財務報表附注 |
| | | 102-46 | | Defining report content and topic boundaries | 界定報告內容與議題邊界 | About the Report | 關於本報告 |
| | | 102-47 | | List of material topics | 實質性議題列表 | Material Topic Assessment | 實質性議題分析 |
| | | 102-48 | | Restatements of information | 信息重述 | No restatement | 無信息重述 |
| | | 102-49 | | Changes in reporting | 報告變化 | No Significant Changes | 無重大變化 |
| | | 102-50 | | Reporting period | 報告期 | About the Report | 關於本報告 |
| | | 102-51 | | Date of the most recent report | 最近報告日期 | About the Report | 關於本報告 |
| | | 102-52 | | Reporting cycle | 報告週期 | About the Report | 關於本報告 |
| | | 102-53 | | Contact point for questions regarding the report | 有關本報告問題的聯絡人資訊 | About the Report | 關於本報告 |
| | | 102-54 | | Claims of reporting in accordance with the GRI Standards | 符合GRI標準進行報告的聲明 | About the Report | 關於本報告 |
| 102-55 | | GRI content index | GRI內容索引 | Content Index | 內容索引 | | |
| 102-56 | | External assurance | 外部鑒證 | There is no external assurance for the report temporarily | 本報告暫無尋求外部鑒證 | | |

Environmental, Social and Governance Report

環境、社會及管治報告

| | | GRI | | | | | |
|----------------------------|---------|-----------|-----------|--|---|--|---------------|
| | | Indicator | ESG Guide | Description | Section/Remark | | |
| | | GRI指標 | ESG指引 | 描述 | 章節/備註 | | |
| Material Topics | 實質性議題 | | | | | | |
| Talent management | 人才管理 | 103 | B1 | Report how the organization manages the material aspect or its impacts | 說明機構如何管理該實質性議題及其影響 | Talent Management | 人才管理 |
| | | 405-1 | B1.1 | Total number of employees by gender, employment type (such as full-time or part-time), age group, and region. | 按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。 | Performance Data Summary | 數據表現摘要 |
| | | 401-1 | B1.2 | New employee hires and employee turnover | 新進員工和員工流動率 | Performance Data Summary | 數據表現摘要 |
| | | 401-2 | B1 | Benefits provided to full-time employees that are not provided to temporary or part-time employees | 提供給全職員工(不包括臨時或兼職員工)的福利 | Talent Management | 人才管理 |
| Customer health and safety | 客戶健康與安全 | 103 | | Report how the organization manages the material aspect or its impacts | 說明機構如何管理該實質性議題及其影響 | Quality Assurance | 品質保證 |
| | | 416-2 | B6.1 | Violations involving health and safety of products and services | 涉及產品和服務的健康的與安全的違規事件 | Quality Assurance | 品質保證 |
| Customer satisfaction | 客戶滿意度 | 103 | B6 | Report how the organization manages the material aspect or its impacts | 說明機構如何管理該實質性議題及其影響 | Customer satisfaction | 客戶滿意度 |
| | | 418-1 | B6.2 | Number of products and service-related complaints received and how they are dealt with | 接獲關於產品及服務的投訴數目以及應對方法 | Customer satisfaction | 客戶滿意度 |
| Economic performance | 經濟表現 | 103 | | Report how the organization manages the material aspect or its impacts | 說明機構如何管理該實質性議題及其影響 | Annual Report – Management Discussion and Analysis | 年報-管理層討論與分析 |
| | | 201-1 | | Direct economic value generated and distributed | 直接產生和分配的經濟價值 | Annual Report – Financial Review | 年報-財務回顧 |
| Product quality management | 產品質量管理 | 103 | B6 | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress | 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a)政策；及 (b)遵守對發行人有重大影響的相關法律及規例的資料 | Quality Assurance Laws and Regulations | 品質保證 法律及法規 |
| | | | B6.4 | Description of quality assurance process and recall procedures | 描述品質檢定過程及產品回收程序 | Quality Assurance | 品質保證 |

Environmental, Social and Governance Report

環境、社會及管治報告

| | | GRI Indicator GRI指標 | ESG Guide ESG指引 | Description 描述 | | Section/Remark 章節/備註 | |
|-------------------------------------|-------------|---------------------------|--------------------|---|---|---|----------------|
| Other Topics | 其他議題 | | | | | | |
| Economic | 經濟 | | | | | | |
| Anti-corruption | 反腐敗 | 103 | B7 | Report how the organization manages the material aspect or its impacts | 說明機構如何管理該實質性議題及其影響 | | |
| | | 103 | B7.2 | Report how the organization manages the material aspect or its impacts | 說明機構如何管理該實質性議題及其影響 | Incorrupt Practice | 廉潔從業 |
| | | 205-3 | B7.1 | Confirmed incidents of corruption and actions taken | 已確認的貪腐事件及採取的行動 | | |
| | | 205-2 | B7.3 | Describe anti-corruption training provided to directors and employees | 描述向董事及員工提供的反貪污培訓 | Incorrupt Practice | 廉潔從業 |
| Environment | 環境 | | | | | | |
| Environmental Protection Compliance | 環保合規 | 103 | | Report how the organization manages the material aspect or its impacts | 說明機構如何管理該實質性議題及其影響 | | |
| | | 307-7 | | Non-compliance with environmental laws and regulations | 違反環境法律法規 | Environmental Management | 環境管理 |
| Energy | 能源 | 103 | A2 | Policies on the efficient use of resources, including energy, water and other raw materials | 有效使用資源(包括能源、水及其他原材料)的政策 | Resource Management | 資源管理 |
| | | 302-1 302-3 | A2.1 | Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility) | 按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算) | Performance Data Summary | 數據表現摘要 |
| | | 302-4 | A2.3 | Reduction of energy consumption | 減少能源消耗 | Resource Management | 資源管理 |
| Water Resources | 水資源 | 103 | A2 | Policies on the efficient use of resources, including energy, water and other raw materials | 有效使用資源(包括能源、水及其他原材料)的政策 | Resource Management | 資源管理 |
| | | 303-5 303-1 | A2.2 A2.4 | Water withdrawal by source Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved | 依來源劃分的取水量 描述求取適用水源上可有任何問題,以及提升用水效益計劃及所得成果 | Performance Data Summary Resource Management | 數據表現摘要 資源管理 |

Environmental, Social and Governance Report

環境、社會及管治報告

| | | GRI | | | | | | |
|--------------------|--------|-----------|-----------|--|---|--------------------------|--------------------------|--------|
| | | Indicator | ESG Guide | Description | | Section/Remark | | |
| | | GRI指標 | ESG指引 | 描述 | | 章節/備註 | | |
| Emissions | 排放 | 305 | A1 | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste | 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a)政策；及 (b)遵守對發行人有重大影響的相關法律及規例的資料 | Emissions Management | 排放管理 | |
| | | 305-1 | A1.2 | Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility) | 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算) | Laws and Regulations | 法律及法規 | |
| | | 305-2 | | | | | | |
| | | 305-4 | | | | | Performance Data Summary | 數據表現摘要 |
| | | 305-7 | A1.1 | The types of emissions and respective emissions data | 排放物種類及相關排放數據 | Performance Data Summary | 數據表現摘要 | |
| | | 306-3 | A1.5 | Description of measures to mitigate emissions and results achieved | 描述減低排放量的措施及所得成果 | Emissions Management | 排放管理 | |
| Sewage and Waste | 污水和廢棄物 | 306-3 | A1.3 | Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility) | 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算) | | | |
| | | 306-3 | A1.4 | Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility) | 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算) | Performance Data Summary | 數據表現摘要 | |
| | | 306-4 | A1.6 | Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved | 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果 | Emissions Management | 排放管理 | |
| Packaging Material | 包裝材料 | 301-1 | A2.5 | Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced | 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量 | Performance Data Summary | 數據表現摘要 | |



Environmental, Social and Governance Report

環境、社會及管治報告

| | | GRI Indicator GRI指標 | ESG Guide ESG指引 | Description 描述 | | Section/Remark 章節/備註 | | | | | |
|-----------------------------------|---------------|------------------------|--------------------|--|--|----------------------------------|-------------------------|--|----------------|--------------------------|--------|
| Environment and Natural Resources | 環境及天然資源 | 103 | A3 | Policies on minimising the issuer's significant impact on the environment and natural resources. | 減低發行人對環境及天然資源造成重大影響的政策。 | | | | | | |
| | | | A3.1 | Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them | 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動 | Environmental Management | 環境管理 | | | | |
| Energy Saving/Green Product | 節能產品/ 綠色產品 | 103 | A3 | Report how the organization manages the material aspect or its impacts | 說明機構如何管理該實質性議題及其影響 | Green and Innovative Products | 綠色及創新產品 | | | | |
| Climate Change | 氣候變化 | 103 | A4 | Report how the organization manages the material aspect or its impacts | 說明機構如何管理該實質性議題及其影響 | Tackling Climate Change | 應對氣候變化 | | | | |
| | | | 201-2 | A4.1 | Describe material climate-related matters that have and may have an impact on the issuer, and actions to address them. | 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。 | Tackling Climate Change | 應對氣候變化 | | | |
| Social | 社會 | | | | | | | | | | |
| Health and Safety | 健康與安全 | 103 | B2 | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards | 有關提供安全工作環境及保障僱員避免職業性危害的： (a)政策；及 (b)遵守對發行人有重大影響的相關法律及規例的資料 | Occupational Safety and Health | 職業安全與健康 | | | | |
| | | | | | | Laws and Regulations | 法律及法規 | | | | |
| | | | | | | 403-9 | B2.1 | Number and rate of work-related fatalities | 因工作關係而死亡的人數及比率 | Performance Data Summary | 數據表現摘要 |
| | | | | | | 403-10 | B2.2 | Lost days due to work injury | 因工傷損失工作日數 | Performance Data Summary | 數據表現摘要 |
| | | 403 | B2.3 | Description of occupational health and safety measures adopted, how they are implemented and monitored | 描述所採納的職業健康與安全措施，以及相關執行和監察方法 | Occupational Safety and Health | 職業安全與健康 | | | | |

Environmental, Social and Governance Report

環境、社會及管治報告

| | | GRI Indicator GRI指標 | ESG Guide ESG指引 | Description 描述 | | Section/Remark 章節/備註 | |
|--------------------------|-------|---------------------------|--------------------|---|---|---------------------------------------|---------------------------------------|
| Development and Training | 發展及培訓 | 404-2 | B3 | Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities | 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動 | Training and Development | 培訓與發展 |
| | | | B3.1 | The percentage of employees trained by gender and employee category | 按性別及僱員類別劃分的受訓僱員百分比 | | |
| | | 404-1 | B3.2 | The average training hours completed per employee by gender and employee category | 按性別及僱員類別劃分，每名僱員完成受訓的平均時數 | Performance Data Summary | 數據表現摘要 |
| Labour Standards | 勞工準則 | 419 | B4 | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour | 有關防止童工或強制勞工的： (a)政策；及 (b)遵守對發行人有重大影響的相關法律及規例的資料 | Prevention of Child and Forced Labour | 防止童工及強制勞工 |
| | | | | | | Laws and Regulations | 法律及法規 |
| | | 408-1 | B4.1 | Description of measures to review employment practices to avoid child and forced labour | 描述檢討招聘慣例的措施以避免童工及強制勞工 | Prevention of Child and Forced Labour | 防止童工及強迫勞工 |
| | | 409-1 | | Description of steps taken to eliminate such practices when discovered | 描述在發現違規情況時消除有關情況所採取的步驟 | | |
| | | | 408-1 | B4.2 | Description of steps taken to eliminate such practices when discovered | 描述在發現違規情況時消除有關情況所採取的步驟 | Prevention of Child and Forced Labour |
| | 409-1 | | | | | | |
| Supply Chain Management | 供應鏈管理 | 414 | B5 | Policies on managing environmental and social risks of the supply chain | 管理供應鏈的環境及社會風險政策 | Supply Chain Management | 供應鏈管理 |
| | | 102-9 | B5.1 | Number of suppliers by geographical region | 按地區劃分的供應商數目 | Performance Data Summary | 數據表現摘要 |
| | | 103 | B5.2 | Description of practices relating to engaging suppliers. Number of suppliers where the practices are being implemented, how they are implemented and monitored | 描述有關聘用供應商的慣例。向其執行有關的慣例的供應商數目，以及有關慣例的執行及監察方法 | | |
| | | 308-1 | B5.3 | Describe the practices for identifying environmental and social risks at each stage of the supply chain, and how they will be implemented and monitored. | 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。 | Supply Chain Management | 供應鏈管理 |
| | | 414-1 | | | | | |
| | | | 308-2 | B5.4 | Describe the practices that promote the use of environmentally friendly products and services when selecting suppliers, and how they are implemented and monitored. | 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。 | |

Environmental, Social and Governance Report

環境、社會及管治報告

| | | GRI Indicator GRI指標 | ESG Guide ESG指引 | Description 描述 | | Section/Remark 章節/備註 | |
|------------------------------------|-------------|---------------------------|-----------------------------------|------------------------------------|--------------------|-------------------------|-------|
| Product Liability | 產品責任 | 103 | B6 | Information on: | 有關所提供產品和服 | Laws and Regulations | 品質保證 |
| | | | | (a) the policies; and | 務的健康與安全、廣 | Quality Assurance | 法律及法規 |
| | | | | (b) compliance with relevant | 告、標籤及私隱事宜 | | |
| | | | | laws and regulations that have a | 以及補救方法的： | | |
| | | | | significant impact on the issuer | (a)政策；及 | | |
| relating to health and safety, | (b)遵守對發行人有重 | | | | | | |
| advertising, labelling and privacy | 大影響的相關法律及 | | | | | | |
| matters relating to products and | 規例的資料 | | | | | | |
| services provided and methods of | | | | | | | |
| redress | | | | | | | |
| | | B6.1 | The percentage of total products | 已售或已運送產品總 | Quality Assurance | 品質保證 | |
| | | | sold or shipped that are recalled | 數中因安全與健康理 | | | |
| | | | for safety and health reasons. | 由而須回收的百分 | | | |
| | | | | 比。 | | | |
| | | B6.3 | Description of practices relating | 描述與維護及保障知 | Product Innovation | 產品創新 | |
| | | | to observing and protecting | 識產權有關的慣例 | | | |
| | | | intellectual property rights | | | | |
| | | B6.4 | Description of quality assurance | 描述品質檢定過程及 | Quality Assurance | 品質保證 | |
| | | | process and recall procedures | 產品回收程序 | | | |
| | | 418-1 | B6.5 | Description of consumer data | 描述消費者資料保障 | Customer Privacy | 客戶私隱 |
| | | | | protection and privacy policies, | 及私隱政策，以及相 | | |
| | | | | how they are implemented and | 關執行及監察方法 | | |
| | | | | monitored | | | |
| Local Community | 當地社區 | 103 | B8 | Policies on community | 有關以社區參與來了 | Community Engagement | 社區參與 |
| | | | | engagement to understand | 解營運所在社區需要 | | |
| | | | | the needs of the communities | 和確保其業務活動會 | | |
| | | | | where the issuer operates and | 考慮社區利益的政策 | | |
| | | | | to ensure its activities take into | | | |
| | | | | consideration the communities' | | | |
| | | | | interests | | | |
| | | 203-1 | B8.1 | Focus areas of contribution | 專注貢獻範疇 | | |
| | | 201-1 | B8.2 | Resources contributed to the | 在專注範疇所動用資 | Community Engagement | 社區參與 |
| | | | | focus area | 源 | | |

Deloitte.

德勤

TO THE SHAREHOLDERS OF NVC INTERNATIONAL HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

致雷士國際控股有限公司股東
(於開曼群島註冊成立的有限公司)

Opinion

We have audited the consolidated financial statements of NVC International Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 169 to 352, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRS Standards”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

本核數師(以下簡稱「我們」)已審計列載於第169頁至352頁雷士國際控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,包括於2021年12月31日的綜合財務狀況表及截至該日止年度的綜合損益表以及綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,包括重大會計政策概要。

我們認為,此等綜合財務報表根據國際財務報告準則(「國際財務報告準則」)真實而公平地反映 貴集團於2021年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及其綜合現金流量,並已按照香港公司條例的披露規定妥善編製。

意見的基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」),我們獨立於 貴集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter

關鍵審計事項

Impairment assessment of interest in an associate, Brilliant Lights International Holding Pte. Ltd. ("BLIHP")

於一家聯營公司Brilliant Lights International Holding Pte. Ltd. (「BLIHP」)的權益減值評估

We identified the impairment assessment of interest in an associate, BLIHP, as a key audit matter due to the significance of the balance to the total assets of the consolidated financial statements, and significant judgment and estimates are involved in determining the recoverable amount of interest in BLIHP.

我們將於聯營公司BLIHP的權益減值評估確定為關鍵審計事項，是由於餘額對綜合財務報表總資產的重要性，且於釐定於BLIHP的權益之可收回金額時涉及重大判斷及估計。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to the impairment assessment of interest in BLIHP included:

我們有關於BLIHP的權益減值評估的程序包括：

- Understanding and evaluating the key control over the management's impairment assessment process of its interest in BLIHP;
- 了解及評估 貴集團管理層就其於BLIHP的權益減值評估過程中所進行的主要控制；
- Evaluating the competence, capabilities and objectivity of the independent qualified professional valuer and obtaining an understanding of its scope of work and terms of engagement;
- 評估獨立合資格專業估值師的勝任能力、專業能力及客觀性，並了解其工作範圍及聘用條款；

Independent Auditor's Report

獨立核數師報告

Key Audit Matters (continued)

關鍵審計事項 (續)

Key audit matter

關鍵審計事項

As at 31 December 2021, the Group had interest in BLIHP with carrying amount of approximately RMB583,239,000 which represented 18% of the net assets of the Group. As disclosed in note 24 to the consolidated financial statements, BLIHP is engaged in investment holding, manufacture and sales of lamps, luminaries, lamp transformers, lighting electronic products and other appliances. Due to the deteriorated financial performance of BLIHP, the Group's management conducted an impairment assessment of the interest in BLIHP by comparing the recoverable amount of the interest in BLIHP which were estimated based on value in use calculation with the carrying amount.

於2021年12月31日，貴集團於BLIHP擁有權益，賬面值約為人民幣583,239千元，佔貴集團淨資產的18%。誠如綜合財務報表附註24所披露，BLIHP從事投資控股以及製造及銷售光源、燈具、燈用鎮流器、照明電子產品及其他電器。由於BLIHP的財務狀況惡化，貴集團管理層通過比較於BLIHP權益的可收回金額（根據使用價值計算估計）與賬面值對於BLIHP的權益進行減值評估。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

- Challenging the reasonableness of the key assumptions and inputs, namely sales growth rates, gross margin and perpetual growth rates, based on the historical financial performance of BLIHP and the industry trend; and
- 根據BLIHP歷史財務表現及行業趨勢，質詢關鍵假設及輸入（包括銷售增長率、毛利率及永久增長率）的合理性；及
- Engaging our internal valuation expert to evaluate the appropriateness of the valuation technique, i.e. discounted cash flows method, and the reasonability of discount rate used in the value in use calculation.
- 委託我們的內部估值專家評估計算使用價值時使用的估值方法（即折現現金流量法）及折現率的適當性。

Independent Auditor's Report

獨立核數師報告

Key Audit Matters (continued)

關鍵審計事項 (續)

Key audit matter

How our audit addressed the key audit matter

關鍵審計事項

我們的審計如何處理關鍵審計事項

The Group's management engaged an independent qualified professional valuer to assist them to determine the recoverable amount of interest in BLIHP, based on the past performance of BLIHP and the expectations from the Group's management for the market development estimate. The value in use calculation is based on the investor's share of the present value of the estimated future cash flows expected to be generated by BLIHP, based on certain key assumptions and inputs, namely sales growth rates, gross margin, perpetual growth rates and discount rate, used to estimate future cash flows.

貴集團的管理層委聘獨立合資格專業估值師協助彼等根據BLIHP的過往表現以及貴集團管理層對市場發展估計的預期釐定於BLIHP之權益的可收回金額。計算使用價值基於投資者應估預期BLIHP將產生的估計未來現金流量的現值，而其估計乃基於若干關鍵假設及輸入，即估計未來現金流量所用的銷售增長率、毛利率、永久增長率及折現率。

Based on the value in use of the interest in BLIHP, no impairment loss was recognised during the year ended 31 December 2021.

基於BLIHP的權益的使用價值，截至2021年12月31日止年度未確認任何減值虧損。

Independent Auditor's Report

獨立核數師報告

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Standards and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事須對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們列載於其中的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

就我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據國際財務報告準則及香港公司條例的披露要求編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層須負責監督 貴集團的財務報告過程。



Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照我們同意的委聘條款向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計工作總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們個別或匯總起來可能影響綜合財務報表使用者倚賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充足及適當審核憑證為我們的意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險較因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

核數師就審計綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，決定是否存在與事件或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充分、適當的審計憑證，以便對綜合財務報表發表意見。我們負責指導、監督及治理層執行集團的審計工作。我們對審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部監控的任何重大缺陷。



Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(continued)*

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Wong Ka I.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
8 April 2022

核數師就審計綜合財務報表承擔的責任 (續)

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有和其他事項，以及在適用的情況下，為消除威脅而採取的行動及採用的相關防範措施。

從與治理層溝通的事項中，我們釐定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是黃嘉儀。

德勤•關黃陳方會計師行
執業會計師

香港
2022年4月8日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2021

截至2021年12月31日止年度

| | | NOTES 附註 | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|---------------------|-------------|----------------------------------|----------------------------------|
| Revenue | 收入 | 5 | 2,374,947 | 2,349,573 |
| Cost of sales | 銷售成本 | | (1,712,515) | (1,677,055) |
| GROSS PROFIT | 毛利 | | 662,432 | 672,518 |
| Other income | 其他收入 | 7 | 46,524 | 206,614 |
| Other gains and losses | 其他損益 | 8 | 986 | (57,856) |
| Selling and distribution expenses | 銷售及分銷費用 | | (272,684) | (223,661) |
| Administrative expenses | 管理費用 | | (256,222) | (273,985) |
| Impairment loss in respect of goodwill | 有關商譽的減值損失 | 45 | (24,309) | (2,582) |
| Impairment losses under expected credit loss model, net of reversal | 預期信貸損失模型下的減值損失，扣除沖銷 | 9 | (4) | 4,579 |
| Other expenses | 其他費用 | 10 | (69,811) | (76,018) |
| Finance costs | 財務費用 | 11 | (7,528) | (8,010) |
| Share of results of associates | 應佔聯營公司業績 | | (16,394) | (254,054) |
| PROFIT/(LOSS) BEFORE TAX | 稅前利潤／(虧損) | | 62,990 | (12,455) |
| Income tax expense | 所得稅費用 | 12 | (29,524) | (7,547) |
| PROFIT/(LOSS) FOR THE YEAR | 本年利潤／(虧損) | 13 | 33,466 | (20,002) |
| Profit (loss) for the year attributable to owners of the Company | 本公司擁有人應佔本年利潤(虧損) | | 5,814 | (51,748) |
| Profit for the year attributable to non-controlling interests | 非控制性權益應佔本年利潤 | | 27,652 | 31,746 |
| | | | 33,466 | (20,002) |
| EARNINGS (LOSS) PER SHARE | 每股盈利(虧損) | | 2021 2021年 | 2020 2020年 |
| Basic (RMB cents) | 基本(人民幣分) | 17 | 0.14 | (1.22) |

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收入表

For the year ended 31 December 2021

截至2021年12月31日止年度

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|------------------------------|----------------------------------|----------------------------------|
| PROFIT (LOSS) PROFIT FOR THE YEAR | 本年利潤(虧損) | 33,466 | (20,002) |
| OTHER COMPREHENSIVE EXPENSE | 其他全面費用 | | |
| <i>Items that will not be reclassified to profit or loss:</i> | <i>其後不得重新分類至損益表的項目：</i> | | |
| – Exchange differences arising on translation from functional currency to presentation currency | – 將功能貨幣換算為呈列貨幣產生的匯兌差額 | (17,710) | (48,690) |
| – Fair value loss on investments in equity instruments at fair value through other comprehensive income | – 按公允價值計入其他全面收入的權益工具投資公允價值虧損 | – | (14,000) |
| | | (17,710) | (62,690) |
| <i>Items that may be reclassified subsequently to profit or loss:</i> | <i>其後重新分類至損益表的項目：</i> | | |
| – Exchange differences arising on translation of foreign operations | – 換算海外業務產生的匯兌差額 | (35,657) | (31,590) |
| – Share of other comprehensive income of associates, net of related income tax | – 應佔聯營公司其他全面收益，扣除相關所得稅 | 18,898 | 53,450 |
| | | (16,759) | 21,860 |
| OTHER COMPREHENSIVE EXPENSE FOR THE YEAR | 本年其他全面費用 | (34,469) | (40,830) |
| TOTAL COMPREHENSIVE EXPENSE FOR THE YEAR | 本年全面費用合計 | (1,003) | (60,832) |
| Total comprehensive (expense) income attributable to: | 以下各方應佔的全面(費用)收入合計： | | |
| – Owners of the Company | – 本公司擁有人 | (29,443) | (95,102) |
| – Non-controlling interests | – 非控制性權益 | 28,440 | 34,270 |
| | | (1,003) | (60,832) |

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2021

於2021年12月31日

| | | NOTES 附註 | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|--------------------|-------------|----------------------------------|----------------------------------|
| NON-CURRENT ASSETS | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 18 | 345,591 | 320,735 |
| Right-of-use assets | 使用權資產 | 19 | 194,908 | 211,762 |
| Investment properties | 投資物業 | 20 | 7,785 | 5,807 |
| Goodwill | 商譽 | 21 | 211,386 | 211,386 |
| Other intangible assets | 其他無形資產 | 22 | 342,886 | 366,800 |
| Interests in associates | 於聯營公司之權益 | 24 | 597,470 | 588,470 |
| Equity instruments at fair value through other comprehensive income | 按公允價值計入其他全面收入的權益工具 | 25 | 14,788 | 14,000 |
| Financial assets at fair value through profit or loss | 按公允價值計入損益的金融資產 | 29 | 527 | — |
| Deferred tax assets | 遞延稅項資產 | 34 | 10,043 | 11,069 |
| Deposits | 保證金 | 27 | 296,987 | 298,247 |
| | | | 2,022,371 | 2,028,276 |
| CURRENT ASSETS | 流動資產 | | | |
| Inventories | 存貨 | 28 | 624,038 | 421,673 |
| Trade and bills receivables | 貿易及票據應收賬款 | 26 | 500,403 | 498,777 |
| Other receivables, deposits and prepayments | 其他應收賬款、保證金及預付款 | 27 | 113,581 | 95,957 |
| Tax recoverable | 預付所得稅 | | 13,879 | 1,658 |
| Financial assets at fair value through profit or loss | 按公允價值計入損益的金融資產 | 29 | 40,600 | 25,251 |
| Pledged bank deposits | 已抵押銀行存款 | 30 | 83,272 | 75,671 |
| Bank balances and cash | 銀行結餘及現金 | 30 | 948,268 | 1,226,773 |
| | | | 2,324,041 | 2,345,760 |
| CURRENT LIABILITIES | 流動負債 | | | |
| Trade payables | 貿易應付賬款 | 31 | 609,820 | 561,320 |
| Other payables and accruals | 其他應付賬款及應計費用 | 32 | 254,301 | 252,551 |
| Contract liabilities | 合同負債 | 33 | 34,205 | 47,028 |
| Borrowings | 借款 | 35 | 40,035 | 30,043 |
| Deferred income | 遞延收益 | 36 | 1,009 | 1,009 |
| Lease liabilities | 租賃負債 | 37 | 14,890 | 17,628 |
| Tax liabilities | 稅務負債 | | 15,937 | 45,519 |
| | | | 970,197 | 955,098 |
| NET CURRENT ASSETS | 淨流動資產 | | 1,353,844 | 1,390,662 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 總資產減流動負債 | | 3,376,215 | 3,418,938 |

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2021

於2021年12月31日

| | | NOTES 附註 | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|---------------|-------------|----------------------------------|----------------------------------|
| NON-CURRENT LIABILITIES | 非流動負債 | | | |
| Borrowings | 借款 | 35 | – | 3,616 |
| Deferred income | 遞延收益 | 36 | 1,658 | 1,747 |
| Lease liabilities | 租賃負債 | 37 | 30,352 | 40,471 |
| Deferred tax liabilities | 遞延稅項負債 | 34 | 59,703 | 58,199 |
| | | | 91,713 | 104,033 |
| NET ASSETS | 淨資產 | | 3,284,502 | 3,314,905 |
| CAPITAL AND RESERVES | 資本和儲備金 | | | |
| Share capital | 股本 | 38 | 3 | 3 |
| Reserves | 儲備 | | 3,195,181 | 3,224,624 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | 3,195,184 | 3,224,627 |
| Non-controlling interests | 非控制性權益 | | 89,318 | 90,278 |
| TOTAL EQUITY | 總權益 | | 3,284,502 | 3,314,905 |

The consolidated financial statements on pages 169 to 352 were approved and authorised for issue by the Board of Directors on 8 April 2022 and are signed on its behalf by:

載於第169至352頁之綜合財務報表已於2022年4月8日經董事會批准及授權刊發，並由下列董事代表簽署：

WANG DONGLEI
王冬雷
DIRECTOR
董事

CHAN KIM YUNG, EVA
陳劍瑢
DIRECTOR
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2021

截至2021年12月31日止年度

| | | Attributable to the owners of the Company 本公司擁有人應佔 | | | | | Total equity 總權益 RMB'000 千人民幣 | | | |
|---|---|---|--|---|---|---|--|---|---|--------------------------------|
| | | Share capital 股本 RMB'000 千人民幣 | Share premium 股份溢價 RMB'000 千人民幣 | Equity reserve 權益儲備 RMB'000 千人民幣 | Investment revaluation reserve 投資重估儲備 RMB'000 千人民幣 | Statutory reserve 法定公積金 RMB'000 千人民幣 | | Foreign currency translation reserve 外幣換算儲備 RMB'000 千人民幣 | Retained profits 留存利潤 RMB'000 千人民幣 | Total 合計 RMB'000 千人民幣 |
| At 1 January 2020 | 3 | 2,365,156 | (4,158) | 5,094 | 85,340 | (242,630) | 1,110,924 | 3,319,729 | 74,372 | 3,394,101 |
| (Loss) profit for the year | - | - | - | - | - | - | (51,748) | (51,748) | 31,746 | (20,002) |
| Other comprehensive income: | | | | | | | | | | |
| Exchange differences arising on translation of foreign operations | | | | | | | | | | |
| Exchange differences arising on translation of function currency to presentation currency | | | | | | | | | | |
| Share of other comprehensive income of associates, net of related income tax | | | | | | | | | | |
| Fair value loss on investments in equity instruments at fair value through other comprehensive income | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| Total comprehensive income for the year | - | - | - | (14,000) | - | (29,354) | (51,748) | (95,102) | 34,270 | (60,832) |
| Transfer to statutory reserve | - | - | - | - | 13,071 | - | (13,071) | - | - | - |
| Acquisition of subsidiaries | - | - | - | - | - | - | - | - | (3,664) | (3,664) |
| Dividend paid to non-controlling shareholders | - | - | - | - | - | - | - | - | (14,700) | (14,700) |

於2020年1月1日
 本年(虧損)利潤
 其他全面收入:
 換算海外業務產生的匯兌差額
 將功能貨幣換算為呈列貨幣產生的匯兌差額
 應佔聯營公司其他全面收入,扣除相關所得稅
 按公允價值計入其他全面收入的權益工具投資公允價值虧損

本年全面收入合計
 轉入法定公積金
 收購附屬公司
 向非控制性股東派付股息



Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2021

截至2021年12月31日止年度

| | Attributable to the owners of the Company 本公司擁有人應佔 | | Foreign currency translation reserve 外幣換算儲備 | | Retained profits 留存利潤 | Total 合計 | Non-controlling interests 非控制性權益 | Total equity 總權益 |
|---|---|-----------------------|--|--|--------------------------|-----------------|-------------------------------------|---------------------|
| | Share capital 股本 | Share premium 股份溢價 | Equity reserve 權益儲備 | Investment revaluation reserve 投資重估儲備 | | | | |
| | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 |
| At 31 December 2020 | 3 | 2,365,156 | (4,158) | (8,906) | 1,046,105 | 3,224,627 | 90,278 | 3,314,905 |
| Profit for the year | - | - | - | - | 5,814 | 5,814 | 27,652 | 33,466 |
| Other comprehensive income: | | | | | | | | |
| Exchange differences arising on translation of foreign operations | - | - | - | - | - | - | - | - |
| Exchange differences arising on translation of function currency to presentation currency | - | - | - | - | (36,445) | (36,445) | 788 | (35,657) |
| Share of other comprehensive income of associates, net of related income tax | - | - | - | - | (17,710) | (17,710) | - | (17,710) |
| Total comprehensive income for the year | - | - | - | - | 5,814 | 5,814 | 28,440 | (1,003) |
| Transfer to statutory reserve | - | - | - | - | (7,224) | (7,224) | - | - |
| Dividend paid to non-controlling shareholders | - | - | - | - | - | - | (29,400) | (29,400) |
| At 31 December 2021 | 3 | 2,365,156 | (4,158) | (8,906) | 1,044,695 | 3,195,184 | 89,318 | 3,284,502 |

Note: In accordance with the Articles of Association of the Company's subsidiaries established in the People's Republic of China (the "PRC") and relevant PRC laws and regulations, these subsidiaries are required to transfer at least 10% of their profit after taxation, which is determined in accordance with the PRC accounting rules and regulations, to a statutory reserve fund (including the general reserve fund and enterprise expansion fund, where appropriate). Transfer to this statutory reserve fund is subject to the approval of the respective board of directors, and is discretionary when the balance of such fund has reached 50% of the registered capital of the respective company. Statutory reserve fund can only be used to offset accumulated losses or to increase capital.

附註：根據在中華人民共和國（「中國」）成立的本公司附屬公司的公司章程以及相關中國法律法規，該等附屬公司必須將其根據中國會計準則及法規釐定稅後利潤的至少10%轉撥至法定公積金（包括一般儲備基金（如適用））。轉撥至該法定公積金需獲得各自董事會批准，並在該基金的餘額達至各自公司註冊資金的50%時可以酌量決定。法定公積金僅可用於抵銷累計虧損或增加資本。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2021

截至2021年12月31日止年度

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|---------------------------|----------------------------------|----------------------------------|
| OPERATING ACTIVITIES | 經營活動 | | |
| Profit (loss) before income tax | 所得稅前利潤／(虧損) | 62,990 | (12,455) |
| Adjustments for: | 經以下各項調整： | | |
| Interest income | 利息收入 | (9,587) | (7,549) |
| Finance costs | 財務費用 | 7,528 | 8,010 |
| Share of results of associates | 應佔聯營公司業績 | 16,394 | 254,054 |
| Rental concession | 租金優惠 | - | (1,077) |
| Gain on disposal of property, plant and equipment | 處置物業、廠房及設備項目的收益 | (1,292) | (1,491) |
| Loss on disposal of other intangible assets | 處置其他無形資產的虧損 | 163 | - |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 42,767 | 29,374 |
| Depreciation of investment properties | 投資物業折舊 | 240 | 2,185 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 23,944 | 17,007 |
| Amortisation of other intangible assets | 其他無形資產攤銷 | 48,656 | 46,383 |
| Impairment of property, plant and equipment | 物業、廠房及設備減值 | 6,209 | - |
| Impairment loss recognised in respect of goodwill | 就商譽確認的減值損失 | 24,309 | 2,582 |
| Impairment losses under expected credit loss in respect of trade receivables, net of reversal | 預期信貸損失下有關貿易應收賬款的減值損失，扣除沖銷 | 8,204 | (9,630) |
| Impairment losses under expected credit loss in respect of other receivables, net of reversal | 預期信貸損失下有關其他應收賬款的減值損失，扣除沖銷 | (8,200) | 5,051 |
| Write-down of inventories | 撇減存貨 | 8,477 | 12,025 |
| Government grants released to consolidated statement of profit or loss | 撥至綜合損益表的政府補助 | (89) | (90) |
| Unrealised exchange difference | 未變現匯兌差額 | - | (645) |
| Fair value change of held-for-trading investments | 持作買賣投資的公允價值變動 | (16,213) | 14,255 |
| Fair value change of contingent consideration receivables | 或有應收代價的公允價值變動 | - | 46,066 |
| Waiver of special dividend from an associate | 一家聯營公司豁免特別股息 | - | (118,355) |
| Loss on modification of lease term | 修訂租賃條款虧損 | - | 691 |

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2021

截至2021年12月31日止年度

| | NOTE 附註 | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|-------------------|----------------------------------|----------------------------------|
| Operating cash flows before movements in working capital | 營運資金變動前經營現金流量 | 214,500 | 286,391 |
| Decrease in held for trading financial assets | 持作買賣金融資產減少 | 337 | - |
| Increase in inventories | 存貨增加 | (225,239) | (50,628) |
| (Increase) decrease in trade and bills receivables | 貿易及票據應收賬款(增加)減少 | (14,126) | 117,087 |
| Increase in other receivables, deposits and prepayments | 其他應收賬款、保證金及預付款增加 | (11,552) | (43,795) |
| (Decrease) increase in trade and bills payables | 貿易及票據應付賬款(減少)增加 | (16,531) | 7,676 |
| Increase in other payables and accruals | 其他應付賬款及應計費用增加 | 3,630 | 26,589 |
| (Decrease) increase in contract liabilities | 合同負債(減少)增加 | (11,971) | 15,021 |
| Cash (used in) generated from operations | 經營(所用)所得現金 | (60,952) | 358,341 |
| Income tax paid | 已繳所得稅 | (61,705) | (546,340) |
| NET CASH USED IN OPERATING ACTIVITIES | 經營活動所用現金淨額 | (122,657) | (187,999) |
| INVESTING ACTIVITIES | 投資活動 | | |
| Placement of pledged bank deposits | 存置抵押的銀行存款 | (83,272) | (19,371) |
| Withdrawal of pledged bank deposits | 動用抵押的銀行存款 | 75,671 | - |
| Interest received | 已收利息 | 9,587 | 7,549 |
| Proceeds from disposal of items of property, plant and equipment | 處置物業、廠房及設備項目的所得款項 | 8,764 | 5,217 |
| Acquisitions of subsidiaries | 收購附屬公司 | 8 | 1,670 |
| Additions to other intangible assets | 添置其他無形資產 | (24,012) | (18,281) |
| Purchases of items of property, plant and equipment | 購買物業、廠房及設備項目 | (49,844) | (43,946) |
| Payment for consideration of acquisition of an associate | 支付購買一家聯營公司的代價 | (7,284) | (120,730) |
| Waiver of special dividend received from an associate | 一家聯營公司豁免特別股息 | - | 107,100 |
| Dividend received from an associate | 收取一家聯營公司股息 | - | 45,900 |
| NET CASH USED IN INVESTING ACTIVITIES | 投資活動所用現金淨額 | (70,382) | (34,892) |

45

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2021

截至2021年12月31日止年度

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|----------------------------|----------------------------------|----------------------------------|
| FINANCING ACTIVITIES | 融資活動 | | |
| Proceeds of bank loans | 銀行貸款所得款項 | 11,274 | 26,944 |
| Repayment of bank loans | 償還銀行貸款 | (3,573) | (15,837) |
| Dividends paid | 已派股息 | - | (16,908) |
| Dividends paid to non-controlling shareholders | 向非控制性股東派付股息 | (29,400) | (14,700) |
| Interest paid | 已付利息 | (7,528) | (7,375) |
| Lease payments | 租賃付款 | (19,896) | (1,626) |
| NET CASH USED IN FINANCING ACTIVITIES | 融資活動所用現金淨額 | (49,123) | (29,502) |
| NET DECREASE IN CASH AND CASH EQUIVALENTS | 現金及現金等價物減少淨額 | (242,162) | (252,393) |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF YEAR | 年初現金及現金等價物 | 1,226,773 | 1,551,520 |
| Effect of foreign exchange rate changes, net | 匯率變動影響淨額 | (36,343) | (72,354) |
| CASH AND CASH EQUIVALENTS AT THE END OF YEAR, represented by bank balances and cash | 年末現金及現金等價物，指銀行結餘及現金 | 948,268 | 1,226,773 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

1. GENERAL INFORMATION

NVC International Holdings Limited (the “Company”) is a public limited company incorporated in the territory of the British Virgin Islands (the “BVI”) as a limited liability company on 2 March 2006 and was redomiciled to the Cayman Islands on 30 March 2010 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are the manufacture and sale of lamps, luminaries, lighting electronic products and related products. Information on the Group’s subsidiaries is set out in Note 40.

The consolidated financial statements are presented in Renminbi (“RMB”), which is different from the Company’s functional currency of United States dollars (“US\$”). The directors of the Company adopted RMB as presentation currency for the convenience of the financial statements users.

1. 一般資料

雷士國際控股有限公司（「本公司」）是一家公眾有限公司，於2006年3月2日在英屬維爾京群島（「英屬維爾京群島」）註冊成立，並於2010年3月30日遷冊至開曼群島，成為開曼群島法例第22章公司法（1961年法例三，經合併及修訂）下的獲豁免有限責任公司。其股份於香港聯合交易所有限公司主板上市。本公司的註冊辦事處及主要營業地點的地址於年報公司資料一節披露。

本公司及其附屬公司（統稱「本集團」）的主要業務為生產及銷售光源、燈具、照明電器及相關產品。本集團附屬公司的資料載於附註40。

綜合財務報表以人民幣（「人民幣」）呈列，而本公司的功能貨幣為美元（「美元」）。為方便財務報表使用者，本公司董事採用人民幣為呈列貨幣。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS Standards”)

Amendments to IFRS Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRS Standards for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

| | |
|---|--|
| Amendments to IFRS 16 | Covid-19-Related Rent Concessions |
| Amendments to IFRS 9, IAS 39, IFRS 7 and IFRS 4 and IFRS 16 | Interest Rate Benchmark Reform – Phase 2 |

In addition, the Group has early applied the Amendment to IFRS 16 *Covid-19-Related Rent Concessions* beyond 30 June 2021.

Except as described below, the application of the amendments to IFRS Standards in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 採用國際財務報告準則（「國際財務報告準則」）之修訂

於本年度強制生效的國際財務報告準則之修訂

於本年度，本集團首次應用於2021年1月1日或之後開始之年度期間強制生效之下列國際財務報告準則之修訂編製綜合財務報表：

| | |
|--|----------------|
| 國際財務報告準則第16號之修訂 | Covid-19相關租金減免 |
| 國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號之修訂 | 利率基準變革 – 第二階段 |

此外，本集團已提早應用國際財務報告準則第16號之修訂「2021年6月30日之後的Covid-19相關租金減免」。

除以下所述外，本年度採用國際財務報告準則之修訂，對本集團本年度及過往年度的財務狀況和業績及／或此等綜合財務報表中的披露並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS Standards”) (continued)

Amendments to IFRS Standards that are mandatorily effective for the current year (continued)

2.1 Impacts on application of Amendment to IFRS 16 Covid-19-Related Rent Concessions and early application of Amendment to IFRS 16 Covid-19-Related Rent Concessions beyond 30 June 2021

The Group has applied the Amendment to IFRS 16 Covid-19-Related Rent Concessions for the first time and early applied the Amendment to IFRS 16 Covid-19-Related Rent Concessions beyond 30 June 2021 in the current year retrospectively. The amendments introduce a new practical expedient for lessees to elect not to assess whether a Covid-19-related rent concession is a lease modification. The practical expedient only applies to rent concessions that occurred as a direct consequence of the Covid-19 pandemic that meets all of the following conditions:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

2. 採用國際財務報告準則（「國際財務報告準則」）之修訂（續）

於本年度強制生效的國際財務報告準則之修訂（續）

2.1 採用國際財務報告準則第16號之修訂「Covid-19相關租金減免」以及提早採用國際財務報告準則第16號之修訂「2021年6月30日之後的Covid-19相關租金減免」的影響

本集團於本年度已追溯首次應用國際財務報告準則第16號之修訂「Covid-19相關租金減免」，以及提早應用國際財務報告準則第16號之修訂「2021年6月30日之後的Covid-19相關租金減免」。該等修訂引入了一種新的可行權宜方法，讓承租人可以選擇不評估Covid-19相關租金減免是否屬於租賃修改。可行權宜方法僅適用於因Covid-19疫情直接導致所發生的租金減免，且滿足以下所有條件：

- 租賃付款變動導致的租賃經修訂代價與緊接變動前的租賃代價基本相同或低於該代價；
- 租賃付款的減少僅影響原定於2022年6月30日或之前到期的付款；及
- 租賃的其他條款及條件並無實質性變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS Standards”) (continued)

Amendments to IFRS Standards that are mandatorily effective for the current year (continued)

2.1 Impacts on application of Amendment to IFRS 16 Covid-19-Related Rent Concessions and early application of Amendment to IFRS 16 Covid-19-Related Rent Concessions beyond 30 June 2021 (continued)

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying IFRS 16 Leases (“IFRS 16”) if the changes were not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

The application of these amendments has had no material impact on the Group’s financial positions and performance in the current and prior years as the Group opted not to apply the practical expedient, but applied the applicable requirements of IFRS 16 to account for rent concessions provided by certain lessors.

2. 採用國際財務報告準則（「國際財務報告準則」）之修訂（續）

於本年度強制生效的國際財務報告準則之修訂（續）

2.1 採用國際財務報告準則第16號之修訂「Covid-19相關租金減免」以及提早採用國際財務報告準則第16號之修訂「2021年6月30日之後的Covid-19相關租金減免」的影響（續）

應用可行權宜方法將租金減免導致的租賃付款變動列賬的承租人將以同一方式將應用國際財務報告準則第16號「租賃」（「國際財務報告準則第16號」）的變動入賬（倘變動並非租賃修改）。租賃付款的寬免或豁免被入賬列作可變租賃付款。相關租賃負債獲調整以反映寬免或豁免的金額，並於該事件發生的期間內在損益中確認相應調整。

應用此等修訂對本集團於本年度及過往年度的財務狀況及業績並無重大影響，因為本集團選擇不應用可行權宜方法，而是應用國際財務報告準則第16號的適用要求來入賬某些出租人提供的租金減免。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS Standards”) (continued)

Amendments to IFRS Standards that are mandatorily effective for the current year (continued)

2.2 Impacts on application of the agenda decision of the Committee – Cost necessary to sell inventories (IAS 2 Inventories)

In June 2021, the Committee, through its agenda decision, clarified the costs an entity should include as “estimated costs necessary to make the sale” when determining the net realisable value of inventories. In particular, whether such costs should be limited to those that are incremental to the sale. The Committee concluded that the estimated costs necessary to make the sale should not be limited to those that are incremental but should also include costs that an entity must incur to sell its inventories including those that are not incremental to a particular sale.

The Group’s accounting policy prior to the Committee’s agenda decision was to determine the net realisable value of inventories taking into consideration incremental costs only. Upon application of the Committee’s agenda decision, the Group changed its accounting policy to determine the net realisable value of inventories taking into consideration both incremental costs and other cost necessary to sell inventories. The new accounting policy has been applied retrospectively.

The application of the Committee’s agenda decision has had no material impact on the Group’s financial positions and performance.

2. 採用國際財務報告準則（「國際財務報告準則」）之修訂（續）

於本年度強制生效的國際財務報告準則之修訂（續）

2.2 採用委員會議程決定－出售存貨所需的成本（國際會計準則第2號「存貨」）的影響

於2021年6月，委員會透過其議程決定澄清實體釐定存貨可變現淨值時須列作「進行銷售所需的估計成本」的成本。尤其是，有關成本是否應限於銷售的增量成本。委員會認為，進行銷售所需的估計成本不應限於增量成本，但亦應包括實體出售存貨必須承擔的成本（包括並非某項特定銷售增量的成本）。

本集團於委員會作出議程決定前的會計政策於釐定存貨的可變現淨值時僅考慮增量成本。採用委員會作出的議程決定後，本集團更改其會計政策，於釐定存貨的可變現淨值時會同時考慮增量成本及銷售存貨所需的其他成本。新會計政策已追溯應用。

採用委員會作出的議程決定對本集團的財務狀況及業績並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS Standards”) (continued)

New and amendments to IFRS Standards in issue but not yet effective

The Group has not early applied the following new and amendments to IFRS Standards that have been issued but are not yet effective:

| | |
|---|--|
| IFRS 17 | Insurance Contracts and the related Amendments ² |
| Amendments to IFRS 3 | Reference to the Conceptual Framework ¹ |
| Amendments to IFRS 10 and IAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³ |
| Amendments to IAS 1 | Classification of Liabilities as Current or Non-current ² |
| Amendments to IAS 1 and IFRS Practice Statement 2 | Disclosure of Accounting Policies ² |
| Amendments to IAS 8 | Definition of Accounting Estimates ² |
| Amendments to IAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transaction ² |
| Amendments to IAS 16 | Property, Plant and Equipment: Proceeds before Intended Use ¹ |
| Amendments to IAS 37 | Onerous Contracts – Cost of Fulfilling a Contract ¹ |
| Amendments to IFRS Standards | Annual Improvements to IFRS Standards 2018 – 2020 ¹ |

2. 採用國際財務報告準則(「國際財務報告準則」)之修訂(續)

已頒佈但未生效的新訂國際財務報告準則及其修訂本

本集團並無提早採用下列已頒佈但尚未生效的新訂國際財務報告準則及其修訂本：

| | |
|------------------------------|---|
| 國際財務報告準則第17號 | 保險合約及相關修訂本 ² |
| 國際財務報告準則第3號之修訂 | 概念框架的提述 ¹ |
| 國際財務報告準則第10號及國際會計準則第28號之修訂 | 投資者與其聯營公司或合營企業間之資產出售或注資 ³ |
| 國際會計準則第1號之修訂 | 負債分類為流動或非流動 ² |
| 國際會計準則第1號及國際財務報告準則實務報告第2號之修訂 | 會計政策披露 ¹ |
| 國際會計準則第8號之修訂 | 會計估計的定義 ² |
| 國際會計準則第12號之修訂 | 與單一交易產生的資產及負債相關的遞延所得稅 ² |
| 國際會計準則第16號之修訂 | 物業、廠房及設備：擬定用途前所得款項 ¹ |
| 國際會計準則第37號之修訂 | 虧損性合約－履行合約的成本 ¹ |
| 國際財務報告準則之修訂 | 國際財務報告準則2018年至2020年週期之年度改進 ¹ |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS Standards”) (continued)

New and amendments to IFRS Standards in issue but not yet effective (continued)

- 1 Effective for annual periods beginning on or after 1 January 2022.
- 2 Effective for annual periods beginning on or after 1 January 2023.
- 3 Effective for annual periods beginning on or after a date to be determined.

Except for the new and amendments to IFRS Standards mentioned below, the directors of the Company anticipate that the application of all other new and amendments to IFRS Standards will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to IFRS 3 Reference to the Conceptual Framework

The amendments:

- update a reference in IFRS 3 Business Combinations so that it refers to the *Conceptual Framework for Financial Reporting* issued by International Accounting Standards Board in March 2018 (the “Conceptual Framework”) instead of the International Accounting Standards Committee’s *Framework for the Preparation and Presentation of Financial Statements* (replaced by the *Conceptual Framework for Financial Reporting* issued in September 2010);

2. 採用國際財務報告準則（「國際財務報告準則」）之修訂（續）

已頒佈但未生效的新訂國際財務報告準則及其修訂本（續）

- 1 自2022年1月1日或之後開始的年度期間生效。
- 2 自2023年1月1日或之後開始的年度期間生效。
- 3 於將予釐定的日期或之後開始年度的期間生效。

除下文所述新訂國際財務報告準則及其修訂本外，本公司董事預期應用所有其他新訂國際財務報告準則及其修訂本於可見將來不會對綜合財務報表造成重大影響。

國際財務報告準則第3號之修訂「概念框架的提述」

該等修訂：

- 更新國際財務報告準則第3號「業務合併」中的提述，其引入國際會計準則委員會於2018年3月頒佈的「財務報告概念框架」（「概念框架」），代替國際會計準則委員會的「財務報表的編製及呈報框架」（由2010年9月頒佈的「財務報告概念框架」代替）；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS Standards”) (continued)

New and amendments to IFRS Standards in issue but not yet effective (continued)

Amendments to IFRS 3 Reference to the Conceptual Framework (continued)

- add a requirement that, for transactions and other events within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or IFRIC 21 *Levies*, an acquirer applies IAS 37 or IFRIC 21 instead of Conceptual Framework to identify the liabilities it has assumed in a business combination; and
- add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

2. 採用國際財務報告準則（「國際財務報告準則」）之修訂（續）

已頒佈但未生效的新訂國際財務報告準則及其修訂本（續）

國際財務報告準則第3號之修訂「概念框架的提述」（續）

- 增加一項要求，即對於國際會計準則第37號「撥備、或有負債及或有資產」或國際財務報告詮釋委員會第21號「徵費」範疇內之交易及其他事件，收購方應採用國際會計準則第37號或國際財務報告詮釋委員會第21號，而非概念框架，以識別其在業務合併中承擔的負債；及
- 增加一項明確聲明，即收購方不確認於業務合併中獲得的或有資產。

採用該等修訂預期不會對本集團的財務狀況及表現產生重大影響。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS Standards”) (continued)

New and amendments to IFRS Standards in issue but not yet effective (continued)

Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent’s profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent’s profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

2. 採用國際財務報告準則（「國際財務報告準則」）之修訂（續）

已頒佈但未生效的新訂國際財務報告準則及其修訂本（續）

國際財務報告準則第10號及國際會計準則第28號之修訂「投資者與其聯營公司或合營企業間之資產出售或注資」

國際財務報告準則第10號「綜合財務報表」及國際會計準則第28號「於聯營公司及合營企業之投資」之修訂旨在處理投資者與其聯營公司或合營企業之間資產出售或注資的情況。具體而言，該等修訂指出，與附屬公司或合營企業之交易中採用權益法核算，不包含業務之附屬公司失去控制權而產生的損益，僅在不相關投資者在該聯營公司或合資企業中的權益範圍內，才在母公司之損益中確認。同樣，將任何前附屬公司（已成為聯營公司或合營企業，採用權益法入賬）中保留的投資進行重新計量所產生之損益以公允價值計量，僅在不相關投資者在該新聯營公司或合資企業中的權益的範圍內，才在前母公司之損益中確認。

採用該等修訂預期不會對本集團的財務狀況及表現產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS Standards”) (continued)

New and amendments to IFRS Standards in issue but not yet effective (continued)

Amendments to IAS 1 Classification of Liabilities as Current or Non-current

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying IAS 32 *Financial Instruments: Presentation*.

Based on the Group's outstanding liabilities as at 31 December 2021, the application of the amendments will not result in reclassification of the Group's liabilities.

2. 採用國際財務報告準則（「國際財務報告準則」）之修訂（續）

已頒佈但未生效的新訂國際財務報告準則及其修訂本（續）

國際會計準則第1號之修訂「負債分類為流動或非流動」

該等修訂為評估將結算期限延遲至報告日期後最少12個月的權利提供澄清及額外指引，以將負債分類為流動或非流動，當中：

- 訂明負債應基於報告期末存在的權利而分類為流動或非流動。具體而言，該等修訂本澄清：
 - (i) 該分類不受管理層在12個月內結算負債的意圖或預期所影響；及
 - (ii) 倘若該權利以遵守契諾為條件，即使貸款人在較後日期才測試是否符合條件，則該權利會在報告期末符合條件的情況下存在；及
- 澄清倘若負債具有條款，可由對手方選擇透過轉讓實體本身的權益工具進行結算，則僅當實體應用國際會計準則第32號「金融工具：呈列」將選擇權單獨確認為股本工具時，該等條款方不會對其分類為流動或非流動造成影響。

根據本集團於2021年12月31日的未償還負債，應用該等修訂不會導致對本集團的負債重新進行分類。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS Standards”) (continued)

New and amendments to IFRS Standards in issue but not yet effective (continued)

Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies

IAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

IFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

2. 採用國際財務報告準則（「國際財務報告準則」）之修訂（續）

已頒佈但未生效的新訂國際財務報告準則及其修訂本（續）

國際會計準則第1號及國際財務報告準則實務報告第2號之修訂「會計政策披露」

國際會計準則第1號經修訂，以「重大會計政策資料」取代所有「主要會計政策」一詞。倘會計政策資料與實體財務報表中包含的其他資料一併考慮時，可以合理預期會影響通用財務報表的主要用戶根據該等財務報表所作出的決定，則該等會計政策資料屬重大。

該等修訂亦澄清會計政策資料可能因關聯交易、其他事件或狀況的性質而屬重大，即使其金額並不重大。然而，並非所有與重大交易、其他事件或狀況相關的會計政策資料本身屬重大。倘實體選擇披露非重大會計政策資料，則有關資料不得掩蓋重大會計政策資料。

國際財務報告準則實務報告第2號「作出重大性判斷」（「實務報告」）亦已予修訂，以說明實體如何將「四步重大性程序」採納於會計政策披露，並判斷有關會計政策的資料對其財務報表而言是否屬重大。實務報告已增加指引及實例。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS Standards”) (continued)

New and amendments to IFRS Standards in issue but not yet effective (continued)

Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies (continued)

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

Amendments to IAS 8 Definition of Accounting Estimates

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in IAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

2. 採用國際財務報告準則（「國際財務報告準則」）之修訂（續）

已頒佈但未生效的新訂國際財務報告準則及其修訂本（續）

國際會計準則第1號及國際財務報告準則實務報告第2號之修訂「會計政策披露」（續）

採納該等修訂預期不會對本集團的財務狀況或業績產生重大影響，惟可能會影響本集團主要會計政策的披露。應用的影響（如有）將在本集團日後的綜合財務報表中披露。

國際會計準則第8號之修訂「會計估計的定義」

該等修訂將會計估計定義為「財務報表中存在計量不確定性影響的貨幣金額」。會計政策可能要求財務報表中的項目以涉及不確定性計算的方式進行計量—即會計政策可能要求無法直接觀察而必須進行估計之貨幣金額計算該等項目。在此情況下，實體須編製會計估計以實現會計政策載列的目標。編製會計估計涉及根據使用最新可用、可靠資料的判斷或假設。

此外，國際會計準則第8號中會計估計變更的概念予以保留並作出額外澄清。

採用該等修訂預期不會對本集團的綜合財務報表產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS Standards”) (continued)

New and amendments to IFRS Standards in issue but not yet effective (continued)

Amendments to IAS 37 Onerous Contracts – Cost of Fulfilling a Contract

The amendments specify that, when an entity assesses whether a contract is onerous in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets, the unavoidable costs under the contract should reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. Costs of fulfilling the contract include incremental costs and an allocation of other costs that relate directly to fulfilling contracts (for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The amendments are applicable to contracts for which the Group has not yet fulfilled all its obligations as at the date of initial application.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

2. 採用國際財務報告準則（「國際財務報告準則」）之修訂（續）

已頒佈但未生效的新訂國際財務報告準則及其修訂本（續）

國際會計準則第37號之修訂「虧損性合約－履行合約的成本」

該等修訂釐清，當實體根據國際會計準則第37號「撥備、或有負債及或有資產」評估合約是否為虧損時，合約內的不可避免成本應反映退出合約的最低淨成本，即履行該責任的成本以及因未能履行該責任而衍生的任何補償或賠償中的較低者。履行合約的成本包括增量成本及與履行合約直接相關的其他成本的分配（例如，分配用於履行合約的物業、廠房及設備項目的折舊費用）。

該等修訂適用於本集團於首次採用日尚未履行其全部責任的合約。

採用該等修訂預期不會對本集團的財務狀況及表現產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS Standards”) (continued)

New and amendments to IFRS Standards in issue but not yet effective (continued)

Amendments to IFRS Standards Annual Improvements to IFRS Standards 2018 – 2020

The annual improvements make amendments to the following standards.

IFRS 9 Financial Instruments

The amendment clarifies that for the purpose of assessing whether modification of terms of original financial liability constitutes substantial modification under the “10 per cent” test, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other’s behalf.

IFRS 16 Leases

The amendment to Illustrative Example 13 accompanying IFRS 16 removes from the example the illustration of reimbursement relating to leasehold improvements by the lessor in order to remove any potential confusion.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

2. 採用國際財務報告準則(「國際財務報告準則」)之修訂(續)

已頒佈但未生效的新訂國際財務報告準則及其修訂本 (續)

國際財務報告準則之修訂「國際財務報告準則2018年至2020年週期之年度改進」

年度改進對以下準則進行了修訂。

國際財務報告準則第9號「金融工具」

該修訂澄清，為評估在「10%」標準下對原始金融負債條款的修改是否構成實質性修改，借款人僅包括在借款人與貸款人之間已支付或收取的費用，包括由借款人或貸款人代表對方已支付或收取的費用。

國際財務報告準則第16號「租賃」

對國際財務報告準則第16號隨附的示例13的修訂從示例中刪除了與出租人進行租賃裝修相關的補償說明，以消除任何潛在的混淆。

採用該等修訂預期不會對本集團的財務狀況及表現產生重大影響。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with IFRS Standards issued by the International Accounting Standards Board. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and by the Hong Kong Companies Ordinance.

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

3. 綜合財務報表的編製基準及重大會計政策

3.1 綜合財務報表的編製基準

綜合財務報表乃根據國際會計準則委員會頒佈的國際財務報告準則編製。就編製綜合財務報表而言，倘有關資料合理預期會影響主要用戶作出的決定，則有關資料被視為重大。此外，綜合財務報表亦載有香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例規定的適用披露事項。

本公司董事在批准綜合財務報表時合理預期本集團有足夠的資源在可預見的未來繼續經營。因此，彼等在編製綜合財務報表時繼續採用持續經營會計基準。

根據以下所述會計政策，除若干於各報告期末以公允價值計量的金融工具外，綜合財務報表乃按照歷史成本基準編製。

歷史成本一般基於為交換貨品及服務所支付代價的公允價值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Basis of preparation of consolidated financial statements (continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.1 綜合財務報表的編製基準 (續)

公允價值是指市場參與者之間在計量日進行的有序交易中出售一項資產所收取或轉移一項負債所支付的價格，無論該價格是直接觀察到的結果還是採用其他估值技術作出的估計。在對資產或負債的公允價值作出估計時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮的特徵。在此等綜合財務報表中計量及／或披露的公允價值均在此基礎上予以釐定，惟國際財務報告準則第2號「以股份為基礎之付款」範圍內以股份付款交易、根據國際財務報告準則第16號入賬的租賃交易，以及與公允價值類似但並非公允價值的計量（例如國際會計準則第2號「存貨」中的可變現淨值或國際會計準則第36號「資產減值」中的使用價值）除外。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Basis of preparation of consolidated financial statements (continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3.2 Significant accounting policies

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.1 綜合財務報表的編製基準 (續)

此外，就財務報告而言，公允價值計量根據公允價值計量的輸入數據可觀察程度及公允價值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據是實體於計量日可以取得的相同資產或負債於活躍市場的報價（未經調整）；
- 第二級輸入數據是就資產或負債直接或間接地可觀察得出的輸入數據（第一級內包括的報價除外）；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

3.2 重大會計政策

綜合基準

綜合財務報表包括本公司及其所控制實體及其附屬公司之財務報表。當本公司符合以下要素時，則本公司取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務所得之可變回報承擔風險或享有權利；及
- 有能力使用其權力影響其回報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Basis of consolidation (continued)

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

綜合基準 (續)

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對投資對象擁有控制權。

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，於年度收購或出售之附屬公司之收入及支出乃自本集團取得控制權之日期起計入綜合損益表，直至本集團不再控制有關附屬公司之日期為止。

損益及其他全面收入之各項目歸屬於本公司擁有人及非控制性權益。即使會導致非控制性權益錄得虧絀結餘，附屬公司之全面收入總額仍歸屬於本公司擁有人及非控制性權益內。

於必要時，將對附屬公司之財務報表作出調整，以令其會計政策與本集團之會計政策一致。

有關本集團成員公司之間交易的所有集團內公司間之資產及負債、權益、收入、支出及現金流量於合併時悉數對銷。

於附屬公司之非控制性權益與本集團於當中的權益分開呈列，指現時擁有權權益且賦予持有人權利於清盤入賬時按比例分佔相關附屬公司淨資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Basis of consolidation (continued)

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRS Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 *Financial Instruments* ("IFRS 9") or, when applicable, the cost on initial recognition of an interest in an associate or a joint venture.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

綜合基準 (續)

本集團於現有附屬公司的權益變動

本集團於現有附屬公司權益之變動，倘未導致本集團喪失對附屬公司之控制權，則入賬列作權益交易。本集團相關權益組成部分及非控制性權益之賬面值予以調整，以反映其於附屬公司相對權益之變動，包括根據本集團及非控制性權益的權益比例在本集團及非控制性權益之間重新歸屬相關儲備。

非控制性權益之調整額與已付或已收代價公允價值之間的差額，直接於權益確認，並歸屬於本公司擁有人。

當本集團失去一家附屬公司的控制權時，該附屬公司及非控制性權益(如有)之資產及負債會被終止確認。收益或虧損於損益內確認，並按：(i)已收對價公允價值及任何保留權益公允價值總額與(ii)本公司擁有人應佔附屬公司的資產(包括商譽)及負債的賬面值之差額計算。所有先前於其他全面收入確認的有關該附屬公司之款項，將按猶如本集團已直接出售該附屬公司的相關資產或負債入賬(即按適用國際財務報告準則的規定/許可條文重新分類至損益或轉撥至另一類權益)。於失去控制權之日，保留在前附屬公司中的任何投資的公允價值被視為初始確認時的公允價值，以便根據國際財務報告準則第9號「金融工具」(「國際財務報告準則第9號」)進行後續會計處理，或在適用情況下，於初始確認於聯營公司或合資公司中的權益時被視為成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions

Optional concentration test

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

業務合併或資產收購

可選集中性測試

本集團可選擇按個別交易基準應用可選集中性測試，允許對所收購的一組活動及資產是否為一項業務進行簡化評估。倘所收購的總資產的絕大部分公允價值均集中於單個可識別資產或一組類似的可識別資產中，則符合集中性測試。經評估的總資產不包括現金及現金等價物、遞延稅項資產及遞延稅項負債的影響所產生的商譽。倘符合集中性測試，則該組活動及資產被釐定為並非業務而毋須進行進一步評估。

資產收購

當本集團收購一組不構成業務的資產與負債，本集團先按該等資產及負債各自的公允價值將購買價分配至金融資產／金融負債，隨後按於購買日期各自的相對公允價值將購買價餘額分配至其他可識別資產及負債，藉此識別並確認所收購的個別可識別資產及所承擔的負債。該項交易並無產生商譽或議價購買收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions (continued)

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the International Accounting Standards Committee's *Framework for the Preparation and Presentation of Financial Statements* (replaced by the *Conceptual Framework for Financial Reporting* issued in September 2010).

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee Benefits* respectively;

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

業務合併或資產收購 (續)

業務合併

業務收購乃採用收購法入賬。業務合併轉讓之代價按公允價值計量，而計算方法為本集團所轉讓之資產、本集團向被收購方的前擁有人產生之負債，以及本集團為換取被收購方之控制權而發行之權益於收購日期之公允價值總和。收購相關成本一般於產生時在損益中確認。

除若干確認豁免外，所收購之可識別資產及所承擔之負債必須符合國際會計準則委員會的「財務報表的編製及呈報框架」（由2010年9月頒佈的「財務報告概念框架」代替）中對資產及負債的定義。

於收購日期，所收購之可識別資產及所承擔之負債按其公允價值進行確認，惟以下情況除外：

- 遞延稅項資產或負債及與僱員福利安排相關之資產或負債分別按國際會計準則第12號「所得稅」及國際會計準則第19號「僱員福利」確認及計量；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions (continued)

Business combinations (continued)

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace *share-based payment* arrangements of the acquiree are measured in accordance with IFRS 2 *Share-based Payment* at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

業務合併或資產收購 (續)

業務合併 (續)

- 與被收購方之以股份付款安排或本集團訂立之以股份付款安排以取代被收購方之以股份為基準之付款安排有關之負債或股本工具，乃於收購日期按國際財務報告準則第2號「以股份為基準之付款」計量（見下文會計政策）；
- 根據國際財務報告準則第5號「持作出售非流動資產及已終止業務」被分類為持作出售之資產（或出售組別）乃根據該準則計量；及
- 租賃負債按剩餘租賃款項（定義見國際財務報告準則第16號）的現值確認及計量，猶如所收購的租賃於收購日期為新租賃，惟(a)租期於收購日期後12個月內結束；或(b)相關資產價值較低的租賃除外。使用權資產按與相關租賃負債相同的金額確認及計量，並作出調整以反映與市場條款相比的有利或不利租賃條款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions (continued)

Business combinations (continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

業務合併或資產收購 (續)

業務合併 (續)

商譽是以轉讓代價、於被收購方之任何非控制性權益金額及收購方先前持有被收購方權益之公允價值(如有)之總和,超出所收購之可識別資產及所承擔之負債於收購日期的金額淨值之差額計算。倘經重估後,所收購可識別資產及所承擔之負債的金額淨值超過轉讓代價、於被收購方之任何非控制性權益金額及收購方先前持有被收購方權益之公允價值(如有)之總和,則差額即時於損益確認為議價購買收益。

屬現有所有權權益且於清盤時賦予其持有人權利按比例分佔有關附屬公司資產淨值的非控制性權益初步按非控制性權益按比例分佔被收購方可識別資產淨值的已確認數額或公允價值計量。計量基準可按個別交易基準選擇。

倘業務合併的初步入賬於合併發生的呈報期末仍未完成,則本集團呈報未完成入賬之項目的暫定金額。該等暫定金額於計量期間(見上文)作追溯調整並確認額外資產或負債,以反映獲得有關收購日期已存在事實及情況的新資料(若知情,將影響於當日確認的金額)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

The Group's policy for goodwill arising on the acquisition of an associate is described below.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

商譽

收購業務產生之商譽按收購業務日期(見上文會計政策)所確立之成本減累計減值虧損(如有)列賬。

就減值測試目的而言,商譽會分配至預期將自合併協同效應獲益之本集團各現金產生單位(或現金產生單位組別),即就內部管理而言監察商譽的最低層面及不大於經營分部。

獲分配商譽之現金產生單位(或現金產生單位組別)將每年進行減值測試,如有跡象顯示單位可能出現減值,則會更頻密地進行測試。就於報告期間內收購產生商譽而言,所獲分配商譽之現金產生單位(或現金產生單位組別)於報告期間結束前進行減值測試。倘可收回金額少於其賬面值,則會首先分配減值虧損以調低任何商譽賬面值,然後根據單位(或現金產生單位組別)內各資產之賬面值按比例分配至其他資產。

本集團就收購聯營公司產生的商譽之政策載列如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Interests in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an interest in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net interest in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

於聯營公司的權益

聯營公司為本集團對其擁有重大影響力的實體。重大影響力為參與被投資方的財務及營運政策的決策的權力，惟並不能夠控制或共同控制有關政策。

聯營公司的業績與資產及負債使用權益會計法合併計入該等綜合財務報表。用作以權益會計法入賬的聯營公司財務報表乃使用本集團有關類似情況下類似交易及事件的統一會計政策編製。根據權益法，於聯營公司的權益初步於綜合財務狀況表按成本確認，並於其後作出調整以確認本集團應佔該聯營公司的損益及其他全面收益。當本集團應佔聯營公司的虧損超出本集團於該聯營公司的權益（包括實際上構成本集團於該聯營公司權益淨額一部分的任何長期權益）時，本集團終止確認其應佔的進一步虧損。僅於本集團已產生法定或推定義務或代表該聯營公司作出付款時，方會確認額外虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Interests in associates (continued)

An interest in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the interest in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

於聯營公司的權益 (續)

於聯營公司的權益由被投資方成為聯營公司當日起使用權益法入賬。於收購於聯營公司的權益時，投資成本超出本集團應佔被投資方的可識別資產及負債的公允價值淨額的任何部分確認為商譽，計入該投資的賬面值。本集團應佔可識別資產及負債的公允價值淨額超出投資成本的任何部分，經重新評估後即時於收購投資期間在損益確認。

本集團評估有否客觀證據表明於聯營公司的權益可能出現減值。當存在任何客觀證據時，該投資的全部賬面值（包括商譽）按照國際會計準則第36號作為單一資產測試減值，方法為比較其可收回金額（使用價值與公允價值減出售成本的較高者）與賬面值。所確認的任何減值虧損不會分配至任何構成該投資賬面值一部分的資產（包括商譽）。倘其後該投資的可收回金額增加，則按照國際會計準則第36號確認撥回該減值虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Interests in associates (continued)

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

於聯營公司的權益 (續)

倘集團實體與本集團聯營公司進行交易，與聯營公司進行交易所產生的利潤及虧損於本集團的綜合財務報表內確認，惟僅以與本集團無關的聯營公司權益為限。

來自客戶合約之收入

當(或隨著)履約責任獲達成時本集團確認收入，即於特定履約責任相關的貨品或服務的「控制權」轉讓予客戶時確認。

履約責任指可區分的單一貨品及服務(或貨品或服務組合)或大致相同的一系列可區分貨品或服務。

倘符合以下其中一項條件，控制權會按時間轉移，而收入則參考完全履行相關履約責任的完成進度在一段時間內確認：

- 於本集團履約時客戶同時取得並耗用本集團履約所提供的利益；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers (continued)

- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

For granting of a licence that is distinct from other promised goods or services, the nature of the Group's promise in granting a licence is a promise to provide a right to access the Group's intellectual property if all of the following criteria are met:

- the contract requires, or the customer reasonably expects, that the Group will undertake activities that significantly affect the intellectual property to which the customer has rights;
- the rights granted by the licence directly expose the customer to any positive or negative effects of the Group's activities; and
- those activities do not result in the transfer of a good or a service to the customer as those activities occur.

If the criteria above are met, the Group accounts for the promise to grant a licence as a performance obligation satisfied over time. Otherwise, the Group considers the grant of licence as providing the customers the right to use the Group's intellectual property and the performance obligation is satisfied at a point in time at which the licence is granted.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

來自客戶合約之收入 (續)

- 本集團的履約行為創造或提升客戶於本集團履約時已控制的資產；或
- 本集團的履約行為並無創造對本集團而言有其他用途的資產，且本集團擁有就至今已完成的履約部分獲付款的可強行執行權利。

否則，收益於客戶取得明確貨品或服務控制權的時間點確認。

就授出與其他承諾貨品或服務不同之授權而言，倘符合下列所有標準，本集團則承諾提供取得本集團知識產權之權利：

- 合約規定或客戶合理預期，本集團將開展對客戶有權享有之知識產權有重大影響之活動；
- 客戶因授權授出的權利而直接受本集團活動之任何正面或負面影響；及
- 該等活動發生時不會導致貨品或服務轉讓予客戶。

倘符合上述標準，本集團須實踐承諾，授出授權以隨時間轉移達成履約責任。否則，本集團會考慮授出授權作為向客戶提供使用本集團知識產權之權利，而履約責任於授權授出之時間點達成。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers (continued)

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Variable consideration

For contracts that contain variable consideration, such as volume rebates to major customers for early repayment, the Group estimates the amount of consideration to which it will be entitled using the expected value method, which better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Refund liabilities

The Group recognises a refund liability if the Group expects to refund some or all of the consideration received from customers.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

來自客戶合約之收入 (續)

合同負債指本集團因已向客戶收取代價(或代價金額已到期收取)而須向客戶轉讓貨品或服務的責任。

關於同一項合約的合約資產及合同負債按淨額基準入賬及呈列。

可變代價

對於包含可變代價(例如為提早還款向主要客戶提供的批量折扣)的合約,本集團採用預期價值法估計其有權取得的代價金額,取決於哪種方法能夠更好地預測本集團將有權取得的代價金額。

可變代價的估計金額計入交易價格,惟以有關計入很可能不會導致當與可變代價相關的不確定性於後續消除時發生重大收入轉回為限。

於各報告期末,本集團會更新估計交易價格(包括更新其對可變代價估計數是否受限的評估)以真實反應報告期末的情況及報告期內該等情況的變化。

退款負債

倘本集團預期會退回從客戶收取的部分或所有代價,則本集團確認退款負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers (continued)

Sale with a right of return/exchange

For a sale of products with a right of return/exchange for dissimilar products, the Group recognises all of the following:

- (a) revenue for the transferred products in the amount of consideration to which the Group expects to be entitled (therefore, revenue would not be recognised for the products expected to be returned/exchanged);
- (b) a refund liability/contract liability; and
- (c) an asset (and corresponding adjustment to cost of sales) for its right to recover products from customers and are presented as right to returned goods asset.

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

來自客戶合約之收入 (續)

具退貨／換貨權之銷售

對於具有退貨／換取不同產品之權利之產品銷售，本集團確認以下所有項目：

- (a) 按本集團預期有權收取之代價確認已轉移產品之收入（因此，不會就預期須退貨／換貨之產品確認收入）；
- (b) 退款負債／合同負債；及
- (c) 就其向客戶收回產品之權利確認資產（及調整相應之銷售成本）並呈列為已退回貨品資產之權利。

租賃

租賃之定義

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬於或包含租賃。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

Definition of a lease (continued)

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed. As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

租賃之定義 (續)

就於首次應用日期或之後訂立或修訂或業務合併所產生的合約而言，本集團根據國際財務報告準則第16號的定義於開始、修訂日期或收購日期（視何者合適而定）評估該合約是否屬於或包含租賃。除非合約之條款及條件其後出現變動，否則有關合約將不予重新評估。作為可行權宜方法，當本集團合理預期對綜合財務報表的影響與投資組合內的個別租賃並無重大差異時，具有類似特徵的租賃按組合基準入賬。

本集團作為承租人

分配代價至合約組成部分

就包含一項租賃組成部分及一項或以上額外租賃或非租賃組成部分的合約而言，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格將合約代價分配至各租賃組成部分。

非租賃部分與租賃部分分開並採用其他適用準則入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Short-term leases

The Group applies the short-term lease recognition exemption to leases of motor vehicles that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

短期租賃

本集團對汽車租賃應用短期租賃確認豁免，即自開始日期起計之租期為12個月或以下並且不包括購買選擇權。短期租賃的租賃款項於租期內按直線法或另一有系統基準確認為開支。

使用權資產

使用權資產之成本包括：

- 租賃負債初始計量之金額；
- 於開始日期或之前作出的任何租賃款項減所收取之任何租賃優惠；
- 本集團產生之任何初始直接成本；及
- 本集團拆卸及移除相關資產、恢復該資產所處位置或將相關資產恢復至租賃之條款及條件項下要求之狀態將產生之預計成本。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Right-of-use assets (continued)

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities other than adjustments to lease liabilities resulting from Covid-19-related rent concessions in which the Group applied the practical expedient.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

使用權資產 (續)

使用權資產按成本減任何累計折舊及減值虧損計量，並經租賃負債的任何重新計量調整，本集團因Covid-19相關租金優惠所應用的可行權宜方法而導致的租賃負債調整除外。

使用權資產於其估計可用年期及租期(以較短者為準)按直線法折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

可退回租賃按金

已付可退回租賃按金根據國際財務報告準則第9號入賬，並初步按公允價值計量。初步確認時對公允價值的調整被視為額外租賃款項並計入使用權資產成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債

於租賃開始日期，本集團按當日未支付之租賃款項的現值確認及計量租賃負債。計算租賃款項的現值時，倘租賃中隱含的利率不易釐定，則本集團使用於租賃開始日期的增量借款利率。

租賃款項包括：

- 固定付款（包括實質性的固定付款）減任何應收租賃優惠；
- 基於指數或利率之可變租賃款項（初步使用於開始日期之指數或利率計量）；
- 本集團根據剩餘價值擔保預期應付之金額；
- 購買選擇權之行使價（倘本集團合理確定將行使購買權）；及
- 終止租賃之罰金付款（倘租期反映本集團行使終止租賃之權利）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities (continued)

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債 (續)

於開始日期後，租賃負債按利息增長及租賃款項調整。

本集團於以下情況重新計量租賃負債 (並就相關使用權資產作出相應調整)：

- 租期發生變化或行使購買選擇權之評估發生變化，於此情況下，相關租賃負債乃透過使用於重新評估日期之經修訂貼現率貼現經修訂租賃款項而重新計量。
- 租賃款項因市場租金調查後的市場租金價格變動而出現變化，於此情況下，相關租賃負債乃透過使用初步貼現率貼現經修訂租賃款項而重新計量。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃修改

本集團除了因Covid-19相關租金減免已選擇採用可行權宜方法外，倘出現以下情況，本集團將租賃的修改作為一項單獨租賃入賬：

- 該項修改因增加使用一項或多項相關資產的權利而擴大了租賃範圍；及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上按照特定合約的實際情況對單獨價格進行的任何適當調整。

就未作為一項單獨租賃入賬的租賃修改而言，本集團基於透過使用修改生效日期的經修訂貼現率貼現經修訂租賃款項的經修改租賃的租期重新計量租賃負債，再減應收的任何租賃獎勵。

本集團透過對相關使用權資產作出相應調整將租賃負債的重新計量入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease modifications (continued)

When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃修改 (續)

倘經修訂合約包含租賃組成部分及一項或多項額外租賃或非租賃組成部分，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總額，將經修訂合約的代價分配至各租賃組成部分。

Covid-19相關租金減免

就因Covid-19疫情直接導致所發生的租金減免，本集團已選擇採用可行權宜方法不評估變動是否為一項租賃修訂，惟須滿足以下所有條件：

- 租賃付款變動導致的租賃的經修訂代價與緊接變動前的租賃代價基本相同或低於該代價；
- 租賃付款的減少僅影響原定於2022年6月30日或之前到期的付款；及
- 租賃的其他條款及條件並無實質性變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Covid-19-related rent concessions (continued)

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying IFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

The Group as a lessor

All leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15") to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

Covid-19相關租金減免 (續)

應用可行權宜方法將租金減免導致的租賃付款變動列賬的承租人將以同一方式將應用國際財務報告準則第16號的變動入賬(倘變動並非租賃修訂)。租賃付款的寬免或豁免被入賬列作可變租賃付款。相關租賃負債獲調整以反映寬免或豁免的金額,並於該事件發生的期間內在損益中確認相應調整。

本集團作為出租人

所有租賃均分類為經營租賃。

經營租賃的租金收入於相關租賃期內按直線法於損益中確認。

分配代價至合約組成部分

倘合約包括租賃及非租賃部分,本集團應用國際財務報告準則第15號「客戶合約收入」(「國際財務報告準則第15號」)分配合約代價至租賃及非租賃部分。非租賃部分按其相關獨立銷售價格從租賃組成部分中分拆。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessor (continued)

Refundable rental deposits

Refundable rental deposits received are accounted for under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

本集團作為出租人 (續)

可退回租賃按金

已收可退回租賃按金乃根據國際財務報告準則第9號入賬，並初步按公允價值計量。初始確認時對公允價值的調整被視為承租人支付的額外租賃款項。

外幣

編製各個別集團實體的財務報表時，並非以該實體功能貨幣(外幣)進行的交易按交易當日的現行匯率確認。於報告期末，以外幣計值的貨幣項目按當日的現行匯率重新換算。以外幣計值按公允價值列賬的非貨幣項目按公允價值釐定當日的現行匯率重新換算。按歷史成本以外幣計量的非貨幣項目概不會重新換算。進行銷售所需的成本包括直接歸屬於銷售的增量成本及本集團為進行銷售而必須產生的非增量成本。

結算及重新換算貨幣項目產生的匯兌差額於產生期間於損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Foreign currencies (continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve (attributed to non-controlling interests as appropriate).

Exchange differences relating to the retranslation of the Group's net assets in USD or other currencies to the Group's presentation currency (i.e. RMB) are recognised directly in other comprehensive income and accumulated in foreign currency translation reserve. Such exchange differences accumulated in the foreign currency translation reserve are not reclassified to profit or loss subsequently.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

外幣 (續)

就綜合財務報表的呈列而言，本集團業務的資產與負債乃按於各報告期末的通行匯率換算為本集團的呈列貨幣（即人民幣）。收入及開支項目乃按該期間的平均匯率換算，除非匯率於該期間內出現大幅波動，在此情況下，將採用交易日的匯率換算。所產生的匯兌差額（如有）於其他全面收入內確認，累計於權益下外幣換算儲備內（歸屬於非控制性權益（如適用））。

與將本集團的美元或其他貨幣計值淨資產重新換算為本集團的呈列貨幣（即人民幣）有關的匯兌差額直接於其他全面收入中確認，並在外幣換算儲備中累計。於外幣換算儲備中累計之匯兌差額其後不會重新分類至損益。

收購海外業務所獲得之可識別資產之商譽及公允價值調整被視為該海外業務之資產及負債，並按各報告期末之現行匯率換算。所產生之匯兌差額於其他全面收入確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Borrowing costs

Borrowing costs which are not capitalised to qualifying assets are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as “deferred income” in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other income”.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

借款成本

倘未資本化至合資格資產的借款成本於其產生期內於損益中確認。

政府補貼

政府補貼直至可合理保證本集團將遵守與之有關的條件及將會收取補貼時方會確認。

政府補貼於本集團確認補助擬補償之相關成本為開支的期間按系統化基準於損益確認。尤其是，首要條件為本集團須購買、興建或以其他方式收購非流動資產的政府補貼乃於綜合財務狀況表內確認為「遞延收益」，並於有關資產的可用年期內按系統化及理性化基準轉入損益內。

倘政府補貼與作為開支或已發生的虧損補償應收的收入有關、或是以給予本集團即時的財務支援為目的而獲得，且並無未來相關成本，則在其可收取期間內於損益內確認。有關補貼於「其他收入」中列示。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRS standards require or permit the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

僱員福利

退休福利成本

界定供款退休福利計劃的供款於僱員已提供服務使其有權取得供款時確認為開支。

短期及其他長期僱員福利

短期僱員福利於僱員提供服務時預期支付之福利之未折現金額確認。所有短期僱員福利均確認為開支，惟另有國際財務報告準則要求或允許將該福利計入資產成本則除外。

負債於扣除任何已付金額後確認為僱員應計福利（例如工資及薪金、年假及病假）。

就其他長期僱員福利確認之負債按本集團就僱員截至報告日期止所提供服務預期將作出之估計未來現金流出之現值計量。因服務成本、利息及重新計量而產生之負債賬面值之任何變動於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit (loss) before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

稅項

所得稅開支指現時應付稅項及遞延稅項的總和。

現時應付稅項乃以年內應課稅利潤為基準。應課稅利潤與除稅前利潤(虧損)不同，因前者不包括在其他年度應課稅或可扣稅的收入或開支項目及毋須課稅或不可扣稅的項目。本集團的當期稅項負債採用於報告期末前已頒佈或實質頒佈的稅率計算。

遞延稅項乃就綜合財務報表中資產及負債的賬面值與用以計算應課稅利潤相應稅基的暫時差額而確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產通常在應課稅利潤很可能用於抵銷可扣除暫時差額時就所有可扣除暫時差額確認。如暫時差額源自對應課稅利潤及會計利潤皆無影響的交易中資產及負債之初始確認(業務合併除外)，該等遞延稅項資產及負債將不予確認。此外，如暫時差額源自商譽之初始確認，則不會確認遞延稅項負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

稅項 (續)

遞延稅項負債會就與投資於附屬公司及聯營公司有關的應課稅暫時差額確認，但本集團可以控制該暫時差額的撥回且在可預見的未來該暫時差額不太可能撥回的情況除外。與該等投資及權益相關的可扣除暫時差額所產生的遞延稅項資產僅於很可能有足夠應課稅利潤以抵銷暫時差額的益處且預計於可見將來撥回時確認。

遞延稅項資產的賬面值會於各報告期末審閱，倘不再可能有足夠應課稅利潤可用於收回全部或部分資產則會予以扣減。

遞延稅項資產及負債按預期應用於清償負債或變現資產期間的稅率計量，該稅率以在報告期末前已實行或實質實行的稅率（及稅法）為基礎計算。

遞延稅項負債及資產的計量，反映本集團於報告期末預期收回或償還其資產及負債賬面值的方式所產生的稅務結果。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Taxation (continued)

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 *Income Taxes* requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

稅項 (續)

就計量本集團確認使用權資產及相關租賃負債的租賃交易遞延稅項而言，本集團首先確定稅項扣減是否歸因於使用權資產或租賃負債。

就稅項扣減歸因於租賃負債的租賃交易而言，本集團將國際會計準則第12號「所得稅」規定應用於租賃交易整體。有關使用權資產及租賃負債的暫時性差額按淨額基準評估。使用權資產折舊超出租賃負債本金部分的租賃款項導致產生可扣減暫時性差額淨額。

在有法定可強制執行權利把即期稅項資產與即期稅項負債進行抵銷時及在彼等與同一稅務機關對同一應課稅實體所徵收的所得稅有關時，遞延稅項資產及負債便相互抵銷。

即期及遞延稅項於損益確認，惟其與於其他全面收入或直接於權益確認的項目有關時除外，在此情況下，即期及遞延稅項亦分別於其他全面收入或直接於權益確認。在業務合併的初始會計處理產生即期稅項或遞延稅項時，稅務影響計入業務合併的會計處理中。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Taxation (continued)

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below). Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Buildings in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

稅項 (續)

於評估任何所得稅處理的不確定性時，本集團會考慮相關稅務機關是否有可能接受個別集團實體在其所得稅申報中使用或擬使用的不確定稅務處理。倘可能，即期及遞延稅項按與所得稅申報時稅務處理一致的方式釐定。倘有關稅務機關不大可能接受不確定稅務處理，則使用最可能金額或預期價值反映各項不確定性的影響。

物業、廠房及設備

物業、廠房及設備指用於生產或提供貨品或服務，或出於行政目的而持有的有形資產（下文所述在建物業除外）。物業、廠房及設備乃按成本減其後累計折舊及其後累計減值虧損（如有）於綜合財務狀況表內入賬。

用作生產、供應或行政用途的在建樓宇以成本減任何已確認的減值虧損列賬。成本包括將資產轉移至能夠以管理層預期的方式營運的必要地點及條件直接產生的任何成本，及就合資格資產而言，包括根據本集團的會計政策資本化的借款成本。該等資產的折舊基準與其他物業資產相同，乃於資產可供用於擬定用途時開始計提。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Property, plant and equipment (continued)

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as “right-of-use assets” in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

物業、廠房及設備 (續)

當本集團就包括租賃土地及樓宇部分的物業的所有權權益作出付款時，全部代價按初步確認時的相對公允價值比例在租賃土地及樓宇部分之間分配。倘有關付款能夠可靠分配，租賃土地的權益於綜合財務狀況表中呈列為「使用權資產」。當代價不能於非租賃樓宇部分與相關租賃土地的未劃分權益之間可靠分配時，整個物業分類為物業、廠房及設備。

本集團會確認折舊，以於估計可使用年期內以直線法撇銷資產之成本減剩餘價值。本集團於各報告期末檢討估計可使用年期、剩餘價值及折舊方法，而任何估計變動之影響按未來適用法入賬。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何未來經濟利益時終止確認。出售或廢棄物業、廠房及設備項目產生的任何盈虧按出售所得款項與該資產的賬面值的差額釐定，並於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

投資物業

投資物業指為賺取租金及／或資本增值而持有的物業。

投資物業初始按成本(包括任何直接應佔支出)計量。初始確認後,投資物業按成本減後續累計折舊及累計減值虧損列賬。投資物業於估計使用年限內於計及估計殘值後以直線法確認折舊以核銷其成本。

投資物業於出售時或當投資物業永久停止使用及預期出售投資物業將無法產生未來經濟利益時終止確認。終止確認物業產生之任何收益或虧損(按出售所得款項淨額與該資產賬面值之差額計算)於終止確認物業之期間計入損益。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Intangible assets

Intangible assets acquired separately

Intangible assets with definite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with definite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

無形資產

獨立收購之無形資產

獨立收購而具有有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。具有有限可使用年期之無形資產之攤銷按資產估計可使用年期以直線法確認。本集團於各報告期末檢討估計可使用年期及攤銷方法，而任何估計變更之影響會按未來適用法入賬。獨立收購而具有有限可使用年期之無形資產按成本減任何其後累計減值虧損列賬。

內部產生無形資產—研發開支

研究活動開支確認為所產生期間的開支。

當及僅於以下各項獲達成時，則因開發活動（或內部項目的開發階段）產生的內部產生無形資產方可予以確認：

- 完成無形資產至供使用或出售的技術可行性；
- 完成及運用或銷售無形資產的意向；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Intangible assets (continued)

Internally-generated intangible assets – research and development expenditure (continued)

- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

無形資產 (續)

內部產生無形資產—研發開支 (續)

- 運用或銷售無形資產的能力；
- 無形資產於日後可能產生經濟利益的方式；
- 完成開發並運用或銷售無形資產的可供使用技術、財務及其他資源；及
- 可靠地計量無形資產於開發時應佔開支的能力。

倘無形資產首次符合上述確認標準，則就內部產生無形資產初步確認的金額為自該日起產生的開支總額。倘未能確認任何內部產生無形資產，則開發支出於其產生期內於損益中確認。

於初步確認後，內部產生無形資產按與單獨收購的無形資產相同的基準，以成本減累計攤銷及累計減值虧損(如有)呈報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Intangible assets (continued)

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with definite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

無形資產 (續)

業務合併中收購之無形資產

業務合併中收購之無形資產與商譽分開確認，並初步按收購當日之公允價值（被視為成本）確認。

於初步確認後，業務合併所收購具有有限使用年期的無形資產乃按成本減累計攤銷及任何累計減值虧損呈報，基準與單獨收購無形資產相同。業務合併所收購具無限使用年期的無形資產乃按成本減任何其後累計減值虧損入賬。

無形資產於出售或預期使用或出售該無形資產不會產生未來經濟利益時終止確認。因終止確認無形資產而產生之收益及虧損乃按出售所得款項淨額與有關資產賬面值間之差額計量，並在終止確認該資產時於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, intangible assets with definite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property, plant and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

物業、廠房及設備、使用權資產及無形資產 (商譽除外) 減值

於報告期末，本集團檢討物業、廠房及設備、使用權資產及具有有限使用年期的無形資產之賬面值，以釐定該等資產有否出現減值虧損跡象。倘存在任何有關跡象，則會估計相關資產之可收回金額，以釐定減值虧損程度 (倘有)。具無限可使用年期的無形資產至少每年及於有跡象顯示其可能減值時進行減值測試。

物業、廠房及設備、使用權資產及無形資產的可收回金額個別估計。倘無法個別估計可收回金額，本集團會估計資產所屬現金產生單位之可收回金額。

於對現金產生單位進行減值測試時，倘可以訂立合理及一致的分配基礎，公司資產會被分配至相關現金產生單位，否則將被分配到可訂立合理及一致分配基礎的最小現金產生單位組別中。可收回金額按公司資產所屬的現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別之賬面值作比較。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

物業、廠房及設備、使用權資產及無形資產(商譽除外)減值 (續)

可收回金額為公允價值減出售成本與使用價值之較高者。於評估使用價值時，估計未來現金流量乃使用除稅前折現率（反映市場現時對貨幣時間價值之評估及未調整估計未來現金流量之資產（或現金產生單位）之特定風險）折現至現值。

倘資產（或現金產生單位）之可收回金額估計少於其賬面值，則該資產（或現金產生單位）之賬面值會撇減至其可收回金額。就不能按合理及一致基準分配至現金產生單位的公司資產或部分公司資產而言，本集團將一組現金產生單位的賬面值（包括分配至該組現金產生單位的公司資產或部分公司資產的賬面值）與該組現金產生單位的可收回金額進行比較。分配減值虧損時，減值虧損會先分配至減少任何商譽（如適用）之賬面值，然後基於該單位或現金產生單位組別內各項資產之賬面值按比例分配至其他資產。資產之賬面值不會撇減至低於其公允價值減出售成本（如可計量）、其使用價值（如可釐定）及零三者之最高者。分配至資產之減值虧損金額按該單位或現金產生單位組別之其他資產比例分配。減值虧損即時於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

物業、廠房及設備、使用權資產及無形資產(商譽除外)減值 (續)

倘其後撥回減值虧損，則資產（或現金產生單位或現金產生單位組別）之賬面值會增至經修訂估計之可收回金額，惟增加後之賬面值不得超過假設過往年度並無就資產（或現金產生單位或現金產生單位組別）確認減值虧損而釐定之賬面值。減值虧損之撥回即時於損益確認。

存貨

存貨按成本與可變現淨值之較低者列賬。存貨成本按加權平均成本法釐定。可變現淨值指存貨之估計售價減所有估計完成成本及作出銷售所需之成本。進行銷售所需的成本包括直接歸屬於銷售的增量成本及本集團為進行銷售而必須產生的非增量成本。

撥備

倘本集團因過往事件而須承擔現時責任（法律或推定），而本集團可能須履行該責任且該責任之金額能可靠地估計，則確認撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Provisions (continued)

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

撥備 (續)

確認為撥備之金額乃經計及有關責任之風險及不確定因素後，對於報告期末履行現時責任所需代價作出之最佳估計。當撥備按履行現時責任估計所需之現金流量計量時，其賬面值為有關現金流量之現值（倘貨幣時間價值之影響屬重大）。

金融工具

當集團實體成為金融資產及金融負債合約條文之訂約方時，便會確認該項工具。金融資產之所有一般買賣按交易日基準確認及終止確認。一般買賣指於市場規例或慣例設定之期限內交付資產之金融資產買賣。

金融資產及金融負債初始按公允價值計量（除與客戶簽訂合約產生的貿易應收賬款初步根據國際財務報告準則第15號計量外）。直接歸屬於購入或發行金融資產及金融負債（按公允價值計入損益（「按公允價值計入損益」）之金融資產或金融負債除外）之交易成本於初始確認時計入金融資產或金融負債（視適用情況而定）之公允價值或從中扣除。直接歸屬於購入按公允價值計入損益之金融資產或金融負債之交易成本即時於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

實際利息法為計算金融資產或金融負債攤銷成本及於相關期間分配利息收入及利息開支之方法。實際利率為於金融工具或金融負債預計年期或(倘適用)較短期間將估計未來現金收款及付款(包括所有組成實際利率完整部分之已付或已收之全部費用及基點、交易成本以及其他溢價或折讓)準確折現至初始確認時之賬面淨值之利率。

金融資產

金融資產的分類及其後計量

滿足下列條件之金融資產於其後按攤銷成本計量：

- 金融資產以目標為收取合約現金流量之業務模式下持有；及
- 合約條款令於特定日期產生之現金流量僅為支付本金及未償還本金之利息。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 Business Combinations applies.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

符合下述條件之金融資產其後按公允價值計入其他全面收入(「按公允價值計入其他全面收入」)計量：

- 金融資產以目標為出售金融資產及收取合約現金流量之業務模式下持有；及
- 合約條款令於特定日期產生之現金流量僅為支付本金及未償還本金之利息。

所有其他金融資產其後會按公允價值計入損益，惟在初次確認金融資產之日，倘該股本投資並非持作買賣，亦非收購方在國際財務報告準則第3號「業務合併」所適用的業務合併中確認的或有代價，本集團可不可撤銷地選擇於其他全面收入呈列股本投資公允價值的其後變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

在下列情況下，金融資產分類為持作買賣：

- 主要為於近期銷售而購入；或
- 該金融資產於初始確認時構成本集團一併管理且具有近期實際短期獲利模式之已識別金融工具組合之一部分；或
- 金融資產為未被指定及有效作為對沖工具之衍生工具。

此外，倘可消除或大幅減少會計錯配，則本集團可不可撤銷地指定須按攤銷成本或按公允價值計入其他全面收入的金融資產為按公允價值計入損益計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

(i) 攤銷成本及利息收入

就隨後按攤銷成本計量的金融資產而言，利息收入使用實際利率法確認。利息收入應用金融資產賬面總值的實際利率計算，惟其後出現信貸減值的金融資產除外（見下文）。就其後出現信貸減值的金融資產而言，利息收入應用自下一個報告期起計的金融資產攤銷成本的實際利率確認。倘由於已出現信貸減值的金融工具的信貸風險有所改善，相關金融資產不再出現信貸減值，則利息收入應用自釐定資產不再出現信貸減值後報告期初起計的金融資產賬面總值的實際利率確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

- (ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

- (ii) 指定為按公允價值計入其他全面收入之權益工具

按公允價值計入其他全面收入的權益工具隨後按公允價值計量，而公允價值變動產生的收益及虧損會於其他全面收益中確認並累計至投資重估儲備；並且無須進行減值評估。出售股權投資時，累計收益或虧損將不會被重新分類至損益，並將被轉撥至累保留利潤。

當本集團確立收取股息之權利時，除非能明確顯示股息是用作收回部分投資成本，否則從投資該等權益工具獲取的股息會於損益中確認。股息於損益中計入「其他收入」項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and bills receivables, other receivables, deposits, pledged bank deposits and bank balances and cash) which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

(iii) 按公允價值計入損益的金融資產

不符合按攤銷成本或按公允價值計入損益的方式計量或指定為按公允價值計入其他全面收入之標準的金融資產以按公允價值於損益列賬的方式計量。

按公允價值計入損益的金融資產於各報告期末按公允價值計量，其中任何公允價值收益或虧損於損益確認。於損益內確認之淨盈虧包括金融資產所收取之任何股息或利息，並計入「其他損益」科目。

金融資產減值

本集團根據預期信貸虧損（「預期信貸虧損」）模式對須根據國際財務報告準則第9號進行減值評估的金融資產（包括貿易及票據應收賬款、其他應收賬款、保證金、已抵押銀行存款以及銀行結餘及現金）進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自初步確認以來的信貸風險變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables without significant financing component.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

全期預期信貸虧損指於相關工具預期年內發生的所有可能違約事件所導致的預期信貸虧損。與此相對，12個月預期信貸虧損（「12個月預期信貸虧損」）指預期於報告日期後12個月內可能發生的違約事件所導致的部分全期預期信貸虧損。評估根據本集團過往信貸虧損經驗進行，並根據應收賬款特定因素、整體經濟狀況以及於報告日期對當前狀況及未來狀況預測的評估而作出調整。

本集團始終就並無重大融資成分的貿易應收賬款確認全期預期信貸虧損。

就所有其他工具而言，本集團計量的虧損撥備相等於12個月預期信貸虧損，除非信貸風險自初步確認以來顯著上升，在此情況下，本集團確認全期預期信貸虧損。應否確認全期預期信貸虧損乃基於自初步確認以來發生違約的可能性或風險有否顯著上升而進行評估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(i) 信貸風險顯著上升

於評估信貸風險是否自初步確認以來顯著上升時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初步確認日期出現違約的風險。作此評估時，本集團會考慮合理及有理據的定量及定性資料，包括歷史經驗及毋須花費不必要成本或精力即可獲得的前瞻性資料。

尤其是，評估信貸風險是否顯著上升時會考慮下列資料：

- 金融工具外部（如有）或內部信貸評級的實際或預期重大惡化；
- 信貸風險的外界市場指標的重大惡化，例如信貸息差大幅增加、債務人的信貸違約掉期價；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

- (i) Significant increase in credit risk (continued)
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
 - an actual or expected significant deterioration in the operating results of the debtor;
 - an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

- (i) 信貸風險顯著上升 (續)
- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；
 - 債務人經營業績的實際或預期重大惡化；
 - 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

無論上述評估結果如何，本集團假定合約付款逾期超過30日時，信貸風險自初步確認以來已顯著上升，除非本集團有合理及有理據的資料證明可予收回則當別論。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(i) 信貸風險顯著上升 (續)

本集團定期監控用於識別信貸風險是否顯著上升的標準是否有效及適時修訂該等標準，以確保有關標準能於款項逾期前識別信貸風險的顯著上升。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(ii) 違約的定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制定或取自外界來源的資料顯示債務人不大可能悉數向其債權人（包括本集團）還款時發生。

無論上述情形如何，本集團認為，倘金融資產逾期超過90天，則發生違約事件，除非本集團有合理及有理據的資料證明更寬鬆的違約標準更為合適，則作別論。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(iii) 信貸減值之金融資產

金融資產在一件或多件事件（對該金融資產估計未來現金流量構成不利影響）發生時出現信貸減值。金融資產出現信貸減值的證據包括有關以下事件的可觀察數據：

- (a) 發行人或借款人出現重大財務困難；
- (b) 違約，如拖欠或逾期事件；
- (c) 借款人的貸款人因有關借款人出現財務困難的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；或
- (d) 借款人可能破產或進行其他財務重組。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over 1 year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(iv) 撇銷政策

本集團於有資料顯示交易對手處於嚴重財務困難且無實際復甦前景時，例如交易對手處於清盤程序或已進入破產程序時，或者就貿易應收賬款而言，相關金額逾期超過一年（以較早者為準）撇銷金融資產。於計及適用法律意見的情況下，已撇銷的金融資產可仍然受限於根據本集團的收回程序進行的強制執行工作。撇銷構成終止確認事項。任何後續收回款項將於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

- (v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

- (v) 預期信貸虧損之計量及確認

預期信貸虧損之計量乃違約概率、違約損失率(即發生違約的損失程度)及違約風險之函數。違約概率及違約損失率之評估立足於歷史數據及前瞻性資料。預期信貸虧損之估計體現了不偏不倚之概率加權數，其取決於作為加權數之各種違約風險。本集團在使用撥備矩陣估計貿易應收賬款的預期信貸虧損時採用可行權宜方法，並計及歷史信貸虧損經驗，根據毋須花費不必要成本或精力即可獲得的可用前瞻性資料進行調整。

一般而言，預期信貸虧損估計為根據合約應付本集團的所有合約現金流量與本集團預期收取的現金流量之間的差額，並按初始確認時釐定之實際利率貼現。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL (continued)

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(v) 預期信貸虧損之計量及確認 (續)

利息收入根據金融資產的賬面總值計算，惟金融資產為信貸減值的情況除外，於該情況下，利息收入根據金融資產的攤銷成本計算。

本集團透過調整金融工具之賬面值，於損益確認所有金融工具之減值收益或虧損，惟貿易應收賬款之相應調整乃透過虧損撥備賬確認。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

終止確認金融資產

當自有關資產收取現金流量之合約權利屆滿時，本集團終止確認該等金融資產。倘本集團並無轉讓或保留擁有權絕大部分風險及回報且繼續控制已轉讓資產，則本集團確認其於資產的保留權益及可能需支付的相關負債。倘本集團保留已轉讓金融資產擁有權的絕大部分風險及回報，則本集團繼續確認該金融資產，亦就所收取的所得款項確認已抵押借貸。

於終止確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價總和之差額於損益中確認。

終止確認本集團於初始確認時已選擇之股本工具投資以計量按公允價值計入其他全面收入，先前於投資重估儲備中累計之損益將不會重新分類至損益中，但會轉移至保留利潤。

金融負債及權益

分類為債務或權益

債務及權益工具根據已訂合約安排的具體內容及金融負債與權益工具的定義分類為金融負債或權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities at amortised cost

Financial liabilities including trade and bills payables, other payables and borrowings are subsequently measured at amortised cost, using the effective interest method.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 綜合財務報表的編製基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融負債及權益 (續)

權益工具

權益工具是證明在扣除所有負債後於實體資產之剩餘權益的任何合約。本集團發行的權益工具乃按已收所得款項扣除直接發行成本確認。

本公司購回本身權益工具於權益確認及直接扣減。本公司購回、出售、發行或註銷本身權益工具不會於損益中確認收益或虧損。

按攤銷成本計量之金融負債

金融負債(包括貿易應付賬款及應付票據、其他應付賬款及借貸)其後使用實際利息法按攤銷成本計量。

遞延金融工具

衍生工具初始按訂立衍生工具合約當日的公允價值確認，其後於報告期末按其公允價值重新計量。由此產生的收益或損失在損益中確認。

本集團於(且僅於)本集團之義務解除、取消或已到期時終止確認金融負債。已終止確認之金融負債之賬面值與已付及應付代價之間之差額會於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Impairment assessment of goodwill

As at 31 December 2021, the Group had goodwill of approximately RMB211,386,000 which was arise from acquisitions of businesses. The Group's management conducted impairment assessments of the goodwill by comparing the recoverable amounts of the CGUs with respective carrying amounts and engaged an independent qualified professional valuer to assist them to determine the recoverable amounts of the CGUs based on the respective CGUs' past performance and the expectations from the Group's management for the market development estimate. The value in use calculations utilised cash flow projections based on financial budgets and an appropriate discount rate, and involve significant judgement and estimates on certain key inputs, namely sales growth rate, gross margin, perpetual growth rates and discount rate. Where the recoverable amount of the CGU is lower than respective carrying amount, impairment loss would be recognised. Furthermore, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainties in the current year due to uncertainty on how the Covid-19 pandemic may progress and evolve, and volatility in financial markets, including potential disruptions of the Group's wholesale operations.

4. 關鍵會計判斷及估計不確定性之主要來源

於應用附註3所述本集團之會計政策時，本公司董事須就無法即時從其他途徑獲取之資產及負債賬面值作出判斷、估計及假設。有關估計及相關假設乃基於過往經驗及其他被視為相關之因素作出。實際結果或會有別於該等估計。

本集團會持續檢討該等估計及相關假設。會計估計之修訂如僅影響作出修訂之期間，則於該期間確認；有關修訂如影響當前及未來期間，則於修訂期間及未來期間確認。

估計不確定性之主要來源

以下為於報告期末有關未來之關鍵假設及估計不確定性之其他主要來源，該等假設可能存在導致對下個財年之資產及負債之賬面值作出重大調整之重大風險。

商譽減值評估

於2021年12月31日，本集團收購業務產生商譽約人民幣211,386千元。本集團管理層透過比較現金產生單位的可收回金額與各自的賬面值對商譽進行減值評估，並委聘獨立合資格專業估值師協助彼等根據各現金產生單位的過往表現及本集團管理層對市場發展估計的預期釐定現金產生單位的可收回金額。使用價值計算採用現金流量預測，其基於財務預算及適當折現率，並涉及重大判斷及估計以及若干關鍵輸入，即銷售增長率、毛利率、永久增長率及折現率。倘現金產生單位的可收回金額低於其賬面值，則會確認減值虧損。此外，估計現金流及貼現率於本年度面臨更高度度的估計不確定性，因為Covid-19疫情如何發展及演變尚不明朗及金融市場波動，包括本集團批發業務可能受到干擾。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Impairment assessment of goodwill (continued)

As at 31 December 2021, the carrying amounts of goodwill are RMB211,386,000 (2020: RMB211,386,000), net of accumulated impairment loss of RMB410,233,000 (2020: RMB385,924,000). Details of the recoverable amount calculation are disclosed in Note 23.

Impairment assessment of interest in an associate

As at 31 December 2021, the Group had interest in BLIHP with carrying amount of approximately RMB583,239,000 (2020: RMB580,251,000) which represented 17.8% (2020: 17.5%) of the net assets of the Group. As disclosed in Note 24 to the consolidated financial statements, BLIHP is engaged in investment holding, manufacture and sales of lamps, luminaries, lamp transformers, lighting electronic products and other appliances. Due to the deteriorated financial performance of BLIHP, the Group's management conducted an impairment assessment of the interest in BLIHP by comparing the recoverable amount of the interest in BLIHP, which were estimated based on value in use calculation, with the carrying amount.

The Group's management engaged an independent qualified professional valuer to assist them to determine the recoverable amount of interest in BLIHP, based on the past performance of BLIHP and the expectations from the Group's management for the market development estimate. The value in use calculation is based on the investor's share of the present value of the estimated future cash flows expected to be generated by BLIHP, based on certain key assumptions and inputs, namely sales growth rates, gross margin, perpetual growth rates and discount rate, used to estimate future cash flows. In cases where the actual cash flows are less or more than expected, or change in facts and circumstances which result in revision of future cash flows estimation or discount rate, a material reversal or further recognition of impairment may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place.

4. 關鍵會計判斷及估計不確定性之主要來源 (續)

估計不確定性之主要來源 (續)

商譽減值評估 (續)

於2021年12月31日，商譽的賬面值為人民幣211,386千元（2020年：人民幣211,386千元），已扣除累計減值虧損人民幣410,233千元（2020年：人民幣385,924千元）。可收回金額的計算詳情於附註23披露。

於聯營公司的權益減值評估

於2021年12月31日，本集團於BLIHP擁有權益，賬面值約為人民幣583,239千元（2020年：人民幣580,251千元），佔本集團淨資產的17.8%（2020年：17.5%）。誠如綜合財務報表附註24所披露，BLIHP從事投資控股以及製造及銷售光源、燈具、燈用鎮流器、照明電子產品及其他電器。由於BLIHP的財務狀況惡化，本集團管理層通過比較於BLIHP權益的可收回金額（根據使用價值計算估計）與賬面值對於BLIHP的權益進行了減值評估。

本集團的管理層委聘獨立合資格專業估值師協助彼等根據BLIHP的過往表現以及本集團管理層對市場發展估計的預期釐定於BLIHP之權益的可收回金額。計算使用價值基於投資者應佔預期BLIHP將產生的估計未來現金流量的現值，而其估計乃基於若干關鍵假設及輸入，即估計未來現金流量所用的銷售增長率、毛利率、永久增長率及折現率。倘實際現金流量低於或高於預期，或事實及情況發生變化導致對未來現金流量估計或折現率作出修訂，則可能發生減值的重大撥回或進一步確認減值，並將在發生有關撥回或進一步確認的期間於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Impairment assessment of interest in an associate (continued)

As at 31 December 2021, the carrying amount of the associate amounted to RMB583,239,000 (2020: RMB580,251,000). No impairment loss was recognised in profit or loss during both years.

Provision of ECL for trade receivables

The Group uses practical expedient in estimating ECL on trade receivables using a provision matrix. The provision rates are based on aging of debtors as groupings of various debtors taking into consideration the Group's historical default rates and forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. Due to greater financial uncertainty triggered by the Covid-19 pandemic, the Group has increased the expected loss rates in the current year as there is higher risk that a prolonged pandemic could led to increased credit default rates. The information about the ECL and the Group's trade receivables are disclosed in Notes 44(b) and 26 respectively.

4. 關鍵會計判斷及估計不確定性之主要來源 (續)

估計不確定性之主要來源 (續)

於聯營公司的權益減值評估 (續)

於2021年12月31日，聯營公司的賬面值為人民幣583,239千元（2020年：人民幣580,251千元）。於兩個年度，概無於損益確認減值虧損。

貿易應收賬款之預期信貸虧損撥備

本集團採用可行權宜方法使用撥備矩陣估計貿易應收賬款的預期信貸虧損。撥備率乃基於應收賬款的賬齡分析將不同應收賬款分組，並會考慮本集團的歷史違約率以及無需付出不必要成本或努力即可獲得的合理及有理據的前瞻性資料。在各報告日期，歷史觀測到的違約率會重新評估，並會考慮前瞻性資料的變動。

預期信貸虧損撥備對估計變動敏感。由於Covid-19疫情引發更大財務不穩定性，本集團已提高本年度的預期虧損率，因為疫情長期存在可能導致信貸違約率提升的風險更高。有關預期信貸虧損以及本集團貿易應收賬款的資料分別載於附註44(b)及26。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

5. REVENUE

(i) Disaggregation of revenue from contracts with customers

5. 收入

(i) 分列客戶合同收入

For the year ended 31 December 2021
截至2021年12月31日止年度

| Segments | 分部 | International | Domestic | International | Total |
|-------------------------------|-----------|----------------|----------------|------------------|------------------|
| | | NVC brand | non-NVC brand | non-NVC brand | |
| | | 國際 雷士品牌 | 國內 非雷士品牌 | 國際 非雷士品牌 | 綜合 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 千人民幣 | 千人民幣 | 千人民幣 | 千人民幣 |
| Sales to external customers | 銷往外部客戶 | 312,728 | 251,503 | 1,810,716 | 2,374,947 |
| Geographical markets | 地區資料 | | | | |
| United States | 美國 | 996 | - | 1,272,895 | 1,273,891 |
| Japan | 日本 | - | - | 303,643 | 303,643 |
| The PRC | 中國 | - | 251,503 | - | 251,503 |
| Netherland | 荷蘭 | - | - | 169,706 | 169,706 |
| United Kingdom | 英國 | 165,169 | - | 1,778 | 166,947 |
| Other countries | 其他國家 | 146,563 | - | 62,694 | 209,257 |
| Total | 合計 | 312,728 | 251,503 | 1,810,716 | 2,374,947 |
| Timing of revenue recognition | 收入確認時間 | | | | |
| A point in time | 某時間點 | 312,728 | 251,503 | 1,810,716 | 2,374,947 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

5. REVENUE (continued)

(i) Disaggregation of revenue from contracts with customers (continued)

5. 收入 (續)

(i) 分列客戶合同收入 (續)

| | | For the year ended 31 December 2020 截至2020年12月31日止年度 | | | |
|--------------------------------------|---------------|--|--|---|--------------------------------|
| Segments | 分部 | International NVC brand 國際 雷士品牌 RMB'000 千人民幣 | Domestic non-NVC brand 國內 非雷士品牌 RMB'000 千人民幣 | International non-NVC brand 國際 非雷士品牌 RMB'000 千人民幣 | Total 綜合 RMB'000 千人民幣 |
| Sales to external customers | 銷往外部客戶 | 258,702 | 238,784 | 1,852,087 | 2,349,573 |
| Geographical markets | 地區資料 | | | | |
| United States | 美國 | 2,837 | – | 1,265,593 | 1,268,430 |
| Japan | 日本 | – | – | 267,511 | 267,511 |
| The PRC | 中國 | – | 238,784 | – | 238,784 |
| Netherland | 荷蘭 | – | – | 147,032 | 147,032 |
| United Kingdom | 英國 | 145,211 | – | 47,568 | 192,779 |
| Other countries | 其他國家 | 110,654 | – | 124,383 | 235,037 |
| Total | 合計 | 258,702 | 238,784 | 1,852,087 | 2,349,573 |
| Timing of revenue recognition | 收入確認時間 | | | | |
| A point in time | 某時間點 | 258,702 | 238,784 | 1,852,087 | 2,349,573 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

5. REVENUE (continued)

(ii) Performance obligations for contracts with customers

The Group sells lighting products to the retailers over the world.

Revenue is recognised when control of the goods has transferred, being when the goods have been shipped to the specific location (delivery). Following the delivery, the customers have full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term is 30 to 90 days upon delivery.

Under the Group's standard contract terms, customers have a right to exchange for defective products within 30 days. The Group uses its accumulated historical experience to estimate the number of exchange on a portfolio level using the expected value method. Revenue is recognised for sales which are considered highly probable that a significant reversal in the cumulative revenue recognised will not occur. A contract liability is recognised for sales in which revenue has yet been recognised. The Group's right to recover the product when customers exercise their right is recognised as a right to returned goods and a corresponding adjustment to cost of sales.

5. 收入 (續)

(ii) 客戶合同履約責任

本集團向全世界零售商銷售照明產品。

當貨物的控制權轉移時，即貨物被運送至特定地點（交付）時，確認收入。於交付後，客戶可全權決定貨物的分配方式及銷售價格，在銷售貨物時負有主要責任，並且承擔與貨物有關的陳舊及損失風險。通常信貸期為交付後30至90天。

根據本集團的標準合同條款，客戶有權於30天內更換有缺陷的產品。本集團根據其累積之過往經驗，使用預期價值法於組合層面估計更換數目。本集團就被視為將極可能不會發生重大撥回累計已確認收入之銷售確認收入。本集團就尚未確認收入之銷售確認合同負債。本集團於客戶行使其權利時收回產品之權利確認為退貨權，並相應調整銷售成本。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

5. REVENUE (continued)

(iii) **Transaction price allocated to the remaining performance obligation for contracts with customers**

All goods provided by the Group are for contracts with original expected duration of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

6. OPERATING SEGMENTS

Information reported to the executive directors of the Company, being the Chief Operating Decision Maker (“CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specifically, the Group’s reportable segments under IFRS 8 are as follows:

- International NVC brand – sales of NVC branded lighting products outside the PRC
- Domestic non-NVC brand – domestic sales of non-NVC branded lighting products in the PRC
- International non-NVC brand – sales of non-NVC branded lighting products outside the PRC

5. 收入 (續)

(iii) **分配予客戶合同之餘下履約責任之交易價格**

本集團提供的所有貨品均涉及原始預期期限為一年或以下的合同。根據國際財務報告準則第15號的許可，分配予該等未完成合同之交易價格未予披露。

6. 經營分部

為進行資源分配及評估分部表現而報告予本公司執行董事（即主要營運決策人（「主要營運決策人」））的資料集中於所交付或提供的貨品或服務類型。

具體而言，本集團於國際財務報告準則第8號下的報告分部如下：

- 國際雷士品牌－於中國境外銷售雷士品牌照明產品
- 國內非雷士品牌－於中國境內銷售非雷士品牌照明產品
- 國際非雷士品牌－於中國境外銷售非雷士品牌照明產品

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

6. OPERATING SEGMENTS (continued)

The following is an analysis of the Group's revenue and results by reportable segments:

6. 經營分部 (續)

以下為按報告分部呈列的本集團收入及業績分析：

For the year ended 31 December 2021
截至2021年12月31日止年度

| | | International NVC brand 國際 雷士品牌 RMB'000 千人民幣 | Domestic non-NVC brand 國內 非雷士品牌 RMB'000 千人民幣 | International non-NVC brand 國際 非雷士品牌 RMB'000 千人民幣 | Consolidated 綜合 RMB'000 千人民幣 |
|---|---------------------|--|--|---|---------------------------------------|
| Segment revenue: | 分部收入： | | | | |
| Sales to external customers | 銷售予外部客戶 | 312,728 | 251,503 | 1,810,716 | 2,374,947 |
| Segment results | 分部業績 | 105,804 | 42,710 | 513,918 | 662,432 |
| <i>Reconciliation</i> | <i>調節項目</i> | | | | |
| Other income | 其他收益 | | | | 46,524 |
| Other gains and losses | 其他損益 | | | | 986 |
| Unallocated expenses | 未分配費用 | | | | (598,717) |
| Impairment loss in respect of goodwill | 有關商譽的減值損失 | | | | (24,309) |
| Impairment losses under expected credit loss model, net of reversal | 預期信貸損失模型下的減值損失，扣除沖銷 | | | | (4) |
| Finance costs | 財務費用 | | | | (7,528) |
| Share of results of associates | 應佔聯營公司業績 | | | | (16,394) |
| Profit before tax | 稅前利潤 | | | | 62,990 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

6. OPERATING SEGMENTS (continued)

6. 經營分部 (續)

For the year ended 31 December 2020

截至2020年12月31日止年度

| | | International NVC brand 國際 雷士品牌 RMB'000 千人民幣 | Domestic non-NVC brand 國內 非雷士品牌 RMB'000 千人民幣 | International non-NVC brand 國際 非雷士品牌 RMB'000 千人民幣 | Consolidated 綜合 RMB'000 千人民幣 |
|---|---------------------|--|--|---|---------------------------------------|
| Segment revenue: | 分部收入： | | | | |
| Sales to external customers | 銷售予外部客戶 | 258,702 | 238,784 | 1,852,087 | 2,349,573 |
| Segment results | 分部業績 | 73,271 | 53,398 | 545,849 | 672,518 |
| <i>Reconciliation</i> | <i>調節項目</i> | | | | |
| Other income | 其他收益 | | | | 206,614 |
| Other gains and losses | 其他損益 | | | | (57,856) |
| Unallocated expenses | 未分配費用 | | | | (573,664) |
| Impairment loss in respect of goodwill | 有關商譽的減值損失 | | | | (2,582) |
| Impairment losses under expected credit loss model, net of reversal | 預期信貸損失模型下的減值損失，扣除沖銷 | | | | 4,579 |
| Finance costs | 財務費用 | | | | (8,010) |
| Share of results of associates | 應佔聯營公司業績 | | | | (254,054) |
| Loss before tax | 稅前虧損 | | | | (12,455) |

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment profit represents the profit earned by each segment without allocation of other income, other gains and losses, impairment under expected credit loss model, net of reversal, impairment loss in respect of goodwill, unallocated expenses, finance costs and share of results of associates. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

經營分部的會計政策與附註3所述本集團的會計政策相同。分部利潤指各分部所賺取的利潤，未分配其他收益、其他損益、預期信貸損失模型下的減值（扣除沖銷）、有關商譽的減值損失、未分配費用、財務費用及應佔聯營公司業績。此乃報告給主要營運決策人用於資源分配及表現評估的措施。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

6. OPERATING SEGMENTS (continued)

The CODM makes decisions according to operating results of each segment. No analysis of segment asset and segment liability is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

For the year ended 31 December 2021
截至2021年12月31日止年度

6. 經營分部 (續)

主要營運決策人根據各分部的經營業績作出決策。由於主要營運決策人不會出於資源分配及表現評估之目的而定期審閱此類資料，因此未呈列分部資產及分部負債分析。因此，僅呈列分部收入及分部業績。

| | | International NVC brand 國際 雷士品牌 RMB'000 千人民幣 | Domestic non-NVC brand 國內 非雷士品牌 RMB'000 千人民幣 | International non-NVC brand 國際 非雷士品牌 RMB'000 千人民幣 | Total reportable segments 報告 分部總額 RMB'000 千人民幣 | Others 其他 RMB'000 千人民幣 | Consolidated 綜合 RMB'000 千人民幣 |
|--|---------------------------------|--|--|---|--|---------------------------------|---------------------------------------|
| Amounts included in the measure of segment profit or loss or segment assets: | 計入分部損益或分部資產計量的金額： | | | | | | |
| Capital expenditure* | 資本支出* | 5,060 | 9,321 | 94,261 | 108,642 | 5,129 | 113,771 |
| Amounts regularly provided to the chief operating decision marker but not included in the measure of segment profit or loss or segment assets: | 定期向主要營運決策人提供但不計入分部損益或分部資產計量的金額： | | | | | | |
| Impairment of trade receivables and other receivables, net | 貿易應收賬款及其他應收賬款的減值，淨值 | 3,482 | 230 | 4,492 | 8,204 | (8,200) | 4 |
| Impairment loss in respect of goodwill | 有關商譽的減值損失 | 24,309 | - | - | 24,309 | - | 24,309 |
| Write-down of inventories | 撇減存貨 | 943 | 1,793 | 5,741 | 8,477 | - | 8,477 |
| Depreciation and amortisation | 折舊及攤銷 | 7,030 | 17,590 | 88,437 | 113,057 | 2,550 | 115,607 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

6. OPERATING SEGMENTS (continued)

6. 經營分部 (續)

For the year ended 31 December 2020

截至2020年12月31日止年度

| | | International NVC brand 國際 雷士品牌 RMB'000 千人民幣 | Domestic non-NVC brand 國內 非雷士品牌 RMB'000 千人民幣 | International non-NVC brand 國際 非雷士品牌 RMB'000 千人民幣 | Total reportable segments 報告 分部總額 RMB'000 千人民幣 | Others 其他 RMB'000 千人民幣 | Consolidated 綜合 RMB'000 千人民幣 |
|---|---------------------------------|--|--|---|--|---------------------------------|---------------------------------------|
| Amounts included in the measure of segment profit or loss or segment assets: | 計入分部損益或分部資產計量的金額： | | | | | | |
| Capital expenditure* | 資本支出* | 7,422 | 2,560 | 55,448 | 65,430 | 2,330 | 67,760 |
| Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets: | 定期向主要營運決策人提供但不計入分部損益或分部資產計量的金額： | | | | | | |
| Impairment of trade receivables and other receivables, net | 貿易應收賬款及其他應收賬款的減值，淨值 | 359 | (1,978) | 231 | (1,388) | (3,191) | (4,579) |
| Impairment loss in respect of goodwill | 有關商譽的減值損失 | 2,582 | - | - | 2,582 | - | 2,582 |
| Write-down of inventories | 撇減存貨 | 1,668 | 3,031 | 7,326 | 12,025 | - | 12,025 |
| Depreciation and amortisation | 折舊及攤銷 | 1,633 | 18,684 | 72,756 | 93,073 | 1,876 | 94,949 |

* Capital expenditure consists of additions to property, plant and equipment and other intangible assets.

* 資本支出包括添置物業、廠房及設備以及其他無形資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

6. OPERATING SEGMENTS (continued)

Geographical information

The Group's operations are located in the PRC and other countries.

Information about the Group's revenue from external customers is presented based on the location of the customers' operations. Information about the Group's non-current assets is presented based on the geographical location of the assets.

6. 經營分部 (續)

地區資料

本集團的業務位於中國及其他國家。

有關本集團來自外部客戶的收入資料乃根據客戶經營地點呈列。有關本集團非流動資產的資料乃根據資產的地理位置呈列。

| | | Revenue from external customers | | Non-current assets | |
|-----------------|------|---------------------------------|------------|--------------------|------------|
| | | Year ended | | | |
| | | 外部客戶的收入 | | | |
| | | 截至以下日期止年度 | | 非流動資產 | |
| | | 31/12/2021 | 31/12/2020 | 31/12/2021 | 31/12/2020 |
| | | 2021年 | 2020年 | 2021年 | 2020年 |
| | | 12月31日 | 12月31日 | 12月31日 | 12月31日 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 千人民幣 | 千人民幣 | 千人民幣 | 千人民幣 |
| United States | 美國 | 1,273,891 | 1,268,430 | 9,791 | 12,674 |
| Japan | 日本 | 303,643 | 267,511 | 17,853 | 1,366 |
| The PRC | 中國 | 251,503 | 238,784 | 1,834,538 | 1,785,217 |
| Netherland | 荷蘭 | 169,706 | 147,032 | - | - |
| United Kingdom | 英國 | 166,947 | 192,779 | 46,700 | 44,187 |
| Other countries | 其他國家 | 209,257 | 235,037 | 88,658 | 159,763 |
| | | 2,374,947 | 2,349,573 | 1,997,540 | 2,003,207 |

Note: Non-current assets excluded equity instruments and deferred tax assets.

附註：非流動資產不包括權益工具及遞延稅項資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

6. OPERATING SEGMENTS (continued)

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|-------------------------|------------------|----------------------------------|----------------------------------|
| Customer A ¹ | 客戶A ¹ | 700,713 | 619,865 |
| Customer B ¹ | 客戶B ¹ | 440,770 | 491,196 |
| Customer C ¹ | 客戶C ¹ | 303,626 | 288,977 |

¹ Revenue from International Non-NVC brand segment.

6. 經營分部 (續)

有關主要客戶的資料

相應年度貢獻本集團總銷售額10%以上的客戶收入如下：

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|-------------------------|------------------|----------------------------------|----------------------------------|
| Customer A ¹ | 客戶A ¹ | 700,713 | 619,865 |
| Customer B ¹ | 客戶B ¹ | 440,770 | 491,196 |
| Customer C ¹ | 客戶C ¹ | 303,626 | 288,977 |

¹ 來自國際非雷士品牌分部的收入。

7. OTHER INCOME

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|----------------|----------------------------------|----------------------------------|
| Waiver of special dividend from an associate | 一家聯營公司豁免特別股息 | - | 118,355 |
| Government grants and other subsidies (Note) | 政府補助及其他補貼 (附註) | 15,697 | 56,763 |
| Bank interest income | 銀行利息收入 | 8,505 | 6,000 |
| Other interest income | 其他利息收入 | 1,082 | 1,549 |
| Surcharges from suppliers | 來自供應商的附加費 | 59 | 3,258 |
| Rental income – lease payments that are fixed | 租金收入 – 一定額租賃付款 | 1,630 | 550 |
| Consultancy service income | 諮詢服務收入 | 6,447 | 7,188 |
| Trademark licensing fee | 商標許可費 | 11,389 | 4,834 |
| Samples recharged to customers | 來自客戶的樣品費收入 | 394 | 5,694 |
| Others | 其他 | 1,321 | 2,423 |
| | | 46,524 | 206,614 |

7. 其他收入

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|----------------|----------------------------------|----------------------------------|
| Waiver of special dividend from an associate | 一家聯營公司豁免特別股息 | - | 118,355 |
| Government grants and other subsidies (Note) | 政府補助及其他補貼 (附註) | 15,697 | 56,763 |
| Bank interest income | 銀行利息收入 | 8,505 | 6,000 |
| Other interest income | 其他利息收入 | 1,082 | 1,549 |
| Surcharges from suppliers | 來自供應商的附加費 | 59 | 3,258 |
| Rental income – lease payments that are fixed | 租金收入 – 一定額租賃付款 | 1,630 | 550 |
| Consultancy service income | 諮詢服務收入 | 6,447 | 7,188 |
| Trademark licensing fee | 商標許可費 | 11,389 | 4,834 |
| Samples recharged to customers | 來自客戶的樣品費收入 | 394 | 5,694 |
| Others | 其他 | 1,321 | 2,423 |
| | | 46,524 | 206,614 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

7. OTHER INCOME (continued)

Note: Government grants of RMB15,608,000 (2020: RMB56,673,000) have been received in the current year. During the year ended 31 December 2021, government grants in respect of Covid-19-related subsidies and other subsidies were received by various subsidiaries of the Group. The government grants were unconditional and therefore recognised in the consolidated statement of profit or loss in the current year. Other government grants have been received by the Group's PRC subsidiaries as tax subsidies and incentives for research and development activities and the expansion of production capacity of energy-saving lamps. Government grants associated with assets are recognised as deferred income in the consolidated statement of financial position as disclosed in Note 36.

7. 其他收入 (續)

附註：本年度收到政府補貼人民幣15,608千元（2020年：人民幣56,673千元）。截至2021年12月31日止年度，本集團多家附屬公司收到與Covid-19相關的政府補貼和其他補貼。相關政府補貼是無條件的，因此在本年度的綜合損益表中確認。本集團的中國附屬公司已獲得各種其他政府補助，作為研究和開發活動以及擴大節能燈的生產能力的稅收補貼和激勵措施。與資產相關的政府補助已於綜合財務狀況表中確認為遞延收益（誠如附註36所披露）。

8. OTHER GAINS AND LOSSES

8. 其他損益

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|----------------------|----------------------------------|----------------------------------|
| Net foreign exchange (losses) gains | 外匯淨(損失)收益 | (9,065) | 1,121 |
| Gain (loss) from fair value changes of held-for-trading investments | 交易性持有投資的公允價值變動收益(損失) | 16,213 | (14,255) |
| Impairment loss recognised in respect of property, plant and equipment | 就物業、廠房及設備確認的減值損失 | (6,209) | - |
| Fair value change of contingent consideration receivables | 應收或有代價的公允價值變動 | - | (46,066) |
| Gain on disposal of property, plant and equipment | 處置物業、廠房及設備之收益 | 1,292 | 1,491 |
| Loss on disposal of other intangible assets | 處置其他無形資產之損失 | (163) | - |
| Others | 其他 | (1,082) | (147) |
| | | 986 | (57,856) |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

9. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|-------------------|----------------------------------|----------------------------------|
| Impairment losses (reversed) recognised on: | 就以下項目確認的減值虧損(沖銷): | | |
| - trade receivables | - 貿易應收賬款 | 8,204 | (9,630) |
| - other receivables | - 其他應收賬款 | (8,200) | 5,051 |
| | | 4 | (4,579) |

Details of impairment assessment are set out in Note 44(b).

減值評估詳情載列於附註44(b)。

10. OTHER EXPENSES

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--------------------------------|---------|----------------------------------|----------------------------------|
| Research and development costs | 研究及開發費用 | 69,811 | 76,018 |

11. FINANCE COSTS

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|-------------------------------|---------|----------------------------------|----------------------------------|
| Interest on vendor financing | 供應商融資利息 | 3,090 | 4,598 |
| Interest on lease liabilities | 租賃負債利息 | 3,533 | 2,777 |
| Interest on borrowings | 借款利息 | 905 | 635 |
| | | 7,528 | 8,010 |

9. 預期信貸損失模型下的減值損失，扣除沖銷

10. 其他費用

11. 財務費用

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

12. INCOME TAX EXPENSE

12. 所得稅費用

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--------------------------------------|-------------|----------------------------------|----------------------------------|
| Current tax: | 即期稅項： | | |
| Hong Kong | 香港 | 17,265 | 14,355 |
| PRC Enterprise Income Tax | 中國企業所得稅 | 8,742 | 51,615 |
| Other countries | 其他國家 | 1,439 | 800 |
| | | 27,446 | 66,770 |
| Under(over)provision in prior years: | 以前年度少提(超提)： | | |
| Hong Kong | 香港 | 773 | (793) |
| PRC Enterprise Income Tax (Note) | 中國企業所得稅(附註) | (2,013) | (59,866) |
| Other countries | 其他國家 | 788 | 493 |
| | | (452) | (60,166) |
| Deferred tax (Note 34) | 遞延稅項(附註34) | 2,530 | 943 |
| Total | 合計 | 29,524 | 7,547 |

Note: In light of the disposal of a group of subsidiaries (the "Disposed Subsidiaries") in year 2019, the Company derived a gain of RMB3,988,697,000, being the fair value of the consideration received less the carrying amount of the Disposed Subsidiaries' net assets and attributable goodwill, during the year ended 31 December 2019. A PRC income tax provision has been accrued in the Company's accounts as at 31 December 2019. The Company reported the tax filing of the Disposed Subsidiaries to the PRC tax authorities, and discharged the relevant PRC taxes during the year ended 31 December 2020. The over provision of PRC income tax, being the difference of tax provision and actual tax paid in the PRC, is reflected in the year ended 31 December 2020.

附註： 鑑於2019年出售了一組附屬公司（「已出售附屬公司」），本公司於截至2019年12月31日止年度產生收益人民幣3,988,697千元，即已收代價的公允價值減去已出售附屬公司淨資產及應佔商譽的賬面值。截至2019年12月31日，本公司的賬戶中已計提中國所得稅撥備。截至2020年12月31日止年度，本公司已向中國稅務機關報告已出售附屬公司，並解除相關中國稅項。超額撥備的中國所得稅，即稅收撥備與在中國實際繳納稅款的差額，已於截至2020年12月31日止年度反映。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

12. INCOME TAX EXPENSE (continued)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduced the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first Hong Kong dollars ("HK\$") 2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

ETi Solid State Lighting (Zhuhai) Limited ("Zhuhai SSL"), Zhejiang Jiangshan Sunny Electron Co., Ltd. ("Sunny"), Zhejiang NVC Lamps Co., Ltd., and Shanghai Arcata Electronics Co., Ltd. were recognised as high-tech enterprise by the PRC tax authority and entitled a preferential tax rate of 15% during both years.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

12. 所得稅費用 (續)

香港立法會於2018年3月21日通過《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入兩級制利得稅率制度。該法案於2018年3月28日簽署成為法律，並於次日在憲報上刊登。根據兩級利得稅率制度，合資格集團實體的首2,000千港元利潤將按8.25%的稅率徵稅，而2,000千港元以上的利潤將按16.5%的稅率徵稅。不符合兩級制利得稅率制度的集團實體的利潤將繼續按16.5%的統一稅率徵稅。

本公司董事認為，實施兩級利得稅率制度所涉及的金額對綜合財務報表而言不重大。兩個年度的香港利得稅按估計應課稅利潤的16.5%計算。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，於中國的附屬公司於兩個年度的稅率為25%。

兩個年度內，怡迅(珠海)光電科技有限公司(「珠海怡迅」)、浙江江山三友電子有限公司(「三友」)、浙江雷士燈具有限公司及上海阿卡得電子有限公司被中國稅務機關確認為高新技術企業，且於兩個年度內享有15%的優惠稅率。

其他司法管轄區產生的稅項以相關司法管轄區的現行稅率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

12. INCOME TAX EXPENSE (continued)

The tax charge for the year can be reconciled to the profit (loss) before tax per the consolidated statement of profit or loss as follows:

12. 所得稅費用 (續)

年內稅項開支可與綜合損益表載列之利潤(虧損)對賬如下：

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|---------------------|----------------------------------|----------------------------------|
| Profit (loss) before tax | 稅前利潤(虧損) | 62,990 | (12,455) |
| Tax at the average income tax rate (Note) | 按平均所得稅率計算的稅項(附註) | 12,533 | (2,488) |
| Tax effect of expenses not deductible for tax purpose | 不可扣稅開支的稅務影響 | 36,154 | 90,574 |
| Tax effect of income not taxable for tax purpose | 毋須課稅收入的稅務影響 | (32,092) | (38,177) |
| Overprovision in respect of prior years | 過往年度超額撥備 | (452) | (60,166) |
| Tax effect of tax losses not recognised | 未確認稅項虧損的稅務影響 | 9,437 | 4,416 |
| Utilisation of tax losses previously not recognised | 動用先前未確認的稅項虧損 | 778 | - |
| Tax effect of deductible temporary differences not recognised | 未確認可抵扣暫時性差異的稅務影響 | 20,736 | 14,767 |
| Withholding tax on dividends received from the Group's PRC subsidiaries | 收取本集團中國附屬公司股息時繳納預扣稅 | 735 | 23,029 |
| Income tax at concessionary rate | 按優惠稅率計算的所得稅 | (18,305) | (24,408) |
| Income tax expense | 所得稅開支 | 29,524 | 7,547 |

Note: The average income tax rates for the years ended 31 December 2021 and 2020 represent the average tax rate of the operations in different jurisdictions on the basis of the relative amounts of profit (loss) before tax and the relevant statutory rates.

附註：截至2021年及2020年12月31日止年度的平均所得稅稅率指根據稅前利潤(虧損)的相關金額及相關法定稅率算出的不同司法管轄區業務的平均稅率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

13. PROFIT (LOSS) FOR THE YEAR

Profit (loss) for the year has been arrived at after charging:

13. 本年利潤(虧損)

本年利潤(虧損)乃經扣除以下各項後達致：

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|----------------------------------|----------------------------------|----------------------------------|
| Auditor's remuneration | 核數師薪酬 | 5,050 | 6,293 |
| Cost of inventories recognised as expense | 確認為費用的存貨成本 | 1,704,038 | 1,665,030 |
| Amortisation of other intangible assets (included in cost of sales) | 其他無形資產攤銷 (計入銷售成本) | 48,656 | 46,383 |
| Depreciation | 折舊 | | |
| – Property, plant and equipment | – 物業、廠房及設備 | 42,767 | 29,374 |
| – Investment properties | – 投資物業 | 240 | 2,185 |
| – Right-of-use-assets | – 使用權資產 | 23,944 | 17,007 |
| Total amortisation and depreciation | 攤銷及折舊總額 | 115,607 | 94,949 |
| Employee benefit expenses (including directors' and chief executive's remuneration (Note 14)): | 僱員福利開支(包括董事及 最高行政人員薪酬(附註14)): | | |
| Wages and salaries | 工資及薪金 | 338,353 | 230,404 |
| Pension scheme contributions | 退休金計劃供款 | 26,500 | 15,265 |
| Other welfare expenses | 其他福利費用 | 8,036 | 6,916 |
| Total staff costs | 員工成本總額 | 372,889 | 252,585 |
| Impairment loss recognised in respect of property, plant and equipment | 就物業、廠房及設備確認的減值 虧損 | 6,209 | – |
| Research and development costs (included in "other expenses") | 研究及開發費用 (計入「其他費用」) | 69,811 | 76,018 |
| Write-down of inventories | 撇減存貨 | 8,477 | 12,025 |
| Covid-19-related rent concessions (Note 19) | Covid-19相關租金減免 (附註19) | – | 1,077 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and the Hong Kong Companies Ordinance, is as follows:

2021

| | Mr. WANG Donglei | Chief Executive Ms. CHAN Kim Yung, Eva | Mr. XIAO Yu | Mr. WANG Dongming (note 1) | Ms. CAO Qin (note 2) | Total 2021 | |
|------------------------------|------------------|--|-------------|----------------------------|----------------------|------------|--------|
| | 王冬雷先生 | 最高行政人員 陳劍瑢女士 | 肖宇先生 | 王冬明先生 (附註1) | 曹琴女士 (附註2) | 2021年合計 | |
| | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | |
| | 千人民幣 | 千人民幣 | 千人民幣 | 千人民幣 | 千人民幣 | 千人民幣 | |
| A) EXECUTIVE DIRECTORS | A) 執行董事 | | | | | | |
| Fees | 袍金 | 249 | 249 | 249 | 111 | 112 | 970 |
| Other emoluments: | 其他酬金： | | | | | | |
| Salaries and allowance | 薪金及津貼 | 5,000 | 7,054 | 1,346 | 838 | - | 14,238 |
| Performance related bonuses | 業績獎金 | 4,000 | 3,000 | 596 | - | 50 | 7,646 |
| Pension scheme contributions | 退休金計劃供款 | 16 | 28 | - | 19 | - | 63 |
| Sub-total | 小計 | 9,265 | 10,331 | 2,191 | 968 | 162 | 22,917 |

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. 上述執行董事的酬金乃為彼等就本公司及本集團的管理事務提供服務所支付。

| | Mr. YE Yong | Mr. WANG Keven Dun | Total 2021 | |
|------------------------------|-------------|--------------------|------------|-------|
| | 叶勇先生 | 王頓先生 | 2021年合計 | |
| | RMB'000 | RMB'000 | RMB'000 | |
| | 千人民幣 | 千人民幣 | 千人民幣 | |
| B) NON-EXECUTIVE DIRECTORS | B) 非執行董事 | | | |
| Fees | 袍金 | 249 | 249 | 498 |
| Other emoluments: | 其他酬金： | | | |
| Salaries and allowance | 薪金及津貼 | 696 | - | 696 |
| Pension scheme contributions | 退休金計劃供款 | 17 | - | 17 |
| Sub-total | 小計 | 962 | 249 | 1,211 |

The non-executive directors' emoluments shown above were for their services as the director of the Company and its subsidiaries, if applicable. 上述非執行董事的酬金乃就其擔任本公司及其附屬公司(如適用)的董事所支付。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

14. 董事及最高行政人員薪酬 (續)

| | Mr. WANG Xuexian 王學先先生 RMB'000 千人民幣 | Mr. LEE Kong Wai, Conway 李港衛先生 RMB'000 千人民幣 | Mr. CHEN Hong (note 4) 陳弘先生 RMB'000 千人民幣 | Mr. JIA Hongbo (note 3) 賈紅波先生 RMB'000 千人民幣 | Total 2021 2021年合計 RMB'000 千人民幣 |
|--|--|--|--|--|---|
| C) INDEPENDENT NON-EXECUTIVE DIRECTORS Fees | | C) 獨立非執行董事 袍金 | | | |
| | 249 | 415 | 21 | 177 | 862 |
| Total | | 合計 | | | 24,990 |

The independent non-executive directors' emoluments shown above were for their services as directors of the Company. 上述獨立非執行董事的酬金乃就彼等擔任本公司董事所支付。

Note 1: Ms. WANG Dongming was re-designated from Non-Executive Director to Executive Director with effect from 1 May 2021 and retired on 11 June 2021.

附註1: 王冬明先生於2021年5月1日從非執行董事調任執行董事並於2021年6月11日退休。

Note 2: Ms. CAO Qin was appointed as Executive Director of the Company with effect from 19 July 2021.

附註2: 曹琴女士於2021年7月19日獲委任為執行董事。

Note 3: Mr. JIA Hongbo resigned as Independent Non-executive Director of the Company with effect from 17 September 2021.

附註3: 賈紅波先生於2021年9月17日辭任本公司獨立非執行董事。

Note 4: Mr. CHEN Hong was appointed as an Independent Non-executive Director of the Company with effect from 1 December 2021.

附註4: 陳弘先生於2021年12月1日獲委任為本公司獨立非執行董事。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

2020

| | | Mr. WANG Donglei 王冬雷先生 RMB'000 千人民幣 | Chief Executive Ms. CHAN Kim Yung, Eva 最高行政人員 陳劍瑤女士 RMB'000 千人民幣 | Mr. XIAO Yu 肖宇先生 RMB'000 千人民幣 | Total 2020 2020年合計 RMB'000 千人民幣 |
|------------------------------|---------|---|--|---|---|
| A) EXECUTIVE DIRECTORS | A) 執行董事 | | | | |
| Fees | 袍金 | 256 | 256 | 256 | 768 |
| Other emoluments: | 其他酬金： | | | | |
| Salaries and allowance | 薪金及津貼 | 2,083 | 6,969 | 1,346 | 10,398 |
| Performance related bonuses | 業績獎金 | 10,500 | 4,479 | 521 | 15,500 |
| Pension scheme contributions | 退休金計劃供款 | - | 29 | - | 29 |
| Sub-total | 小計 | 12,839 | 11,733 | 2,123 | 26,695 |

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.
上述執行董事的酬金乃為彼等就本公司及本集團的管理事務提供服務所支付。

| | | Mr. WANG Dongming 王冬明先生 RMB'000 千人民幣 | Mr. YE Yong 叶勇先生 RMB'000 千人民幣 | Mr. WANG Keven Dun 王頓先生 RMB'000 千人民幣 | Total 2020 2020年合計 RMB'000 千人民幣 |
|------------------------------|----------|--|--|--|---|
| B) NON-EXECUTIVE DIRECTORS | B) 非執行董事 | | | | |
| Fees | 袍金 | 700 | 256 | 256 | 1,212 |
| Other emoluments: | 其他酬金： | | | | |
| Salaries and allowance | 薪金及津貼 | 1,075 | 311 | 450 | 1,836 |
| Performance related bonuses | 業績獎金 | - | 106 | - | 106 |
| Pension scheme contributions | 退休金計劃供款 | 20 | 15 | 9 | 44 |
| Sub-total | 小計 | 1,795 | 688 | 715 | 3,198 |

The non-executive directors' emoluments shown above were for their services as the director of the Company and its subsidiaries, if applicable.
上述非執行董事的酬金乃就其擔任本公司及其附屬公司(如適用)的董事所支付。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

14. 董事及最高行政人員薪酬 (續)

| | Mr. WEI Hongxiong (note 1) 魏宏雄先生 (附註1) | Mr. WANG Xuexian 王學先先生 | Mr. LEE Kong Wai, Conway 李港衛先生 | Mr. SU Ling (note 1) 蘇嶺先生 (附註1) | Mr. JIA Hongbo (note 2) 賈紅波先生 (附註2) | Total 2020 2020年合計 |
|--|--|------------------------------|---|---|---|--------------------------|
| | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 |
| C) INDEPENDENT NON-EXECUTIVE DIRECTORS | C) 獨立非執行董事 | | | | | |
| Fees | | 袍金 | | | | |
| | 108 | 256 | 389 | 108 | 122 | 983 |
| Total | 合計 | | | | | 30,876 |

The independent non-executive directors' emoluments shown above were for their services as directors of the Company. 上述獨立非執行董事的酬金乃就彼等擔任本公司董事所支付。

Note 1: Mr. WEI Hongxiong and Mr. SU Ling retired as Independent Non-executive Directors of the Company with effect from 12 June 2020.

附註1：魏宏雄先生及蘇嶺先生於2020年6月12日退任本公司獨立非執行董事。

Note 2: Mr. JIA Hongbo was appointed as an Independent Non-executive Director of the Company with effect from 17 July 2020.

附註2：賈紅波先生於2021年7月17日獲委任為本公司獨立非執行董事。

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during both years.

於兩個年度，董事或最高行政人員並無訂立放棄或同意放棄任何薪酬的安排。

* Certain executive directors of the Company are entitled to bonus payments which are based on the profit for the year of the Group and their individual performance.

* 本公司若干執行董事有權收取根據本集團本年利潤及彼等個人表現支付的花紅。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

15. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included three directors (2020: four directors), details of whose remuneration are set out in Note 14 above. Details of the remuneration for the year of the remaining two (2020: one) highest paid employee who is neither a director nor chief executive of the Company are as follows:

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|------------|----------------------------------|----------------------------------|
| Salaries, allowances and benefits in kind | 薪金、津貼及實物利益 | 2,004 | 675 |
| Performance related bonuses | 業績獎金 | 1,019 | 822 |
| Pension scheme contribution | 退休金計劃供款 | 48 | 15 |
| | | 3,071 | 1,512 |

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

| | | 2021 2021年 No. of employee 僱員人數 | 2020 2020年 No. of employee 僱員人數 |
|---|---|---|---|
| HK\$1,500,001 to HK\$2,000,000 (equivalent to RMB1,280,000 to RMB1,700,000) | 1,500,001港元至2,000,000港元 (相當於人民幣1,280,000元 至人民幣1,700,000元) | 2 | 1 |

There was no arrangement under which a director or the Chief Executive waived or agreed to waive any remuneration during both years.

No emoluments were paid by the Group to the directors and five highest paid employees as incentive on joining or as compensation for the loss of office during both years.

15. 五位最高薪酬僱員

本年，本集團五位最高薪酬僱員包括三位董事（2020年：四位董事），其薪酬詳情載於上述附註14。既不是董事亦不是本公司最高行政人員的餘下兩位（2020年：一位）最高薪酬僱員的薪酬詳情如下：

其薪酬介於以下範圍內的非本公司董事的最高薪酬僱員的人數如下：

於兩個年度，董事或最高行政人員並無訂立放棄或同意放棄任何薪酬的安排。

於兩個年度，概無向董事及五位最高薪酬僱員支付任何酬金作為加入時的獎勵或離職補償。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

16. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the years ended 31 December 2021 and 31 December 2020, nor has any dividend been proposed since the end of the reporting period.

17. EARNINGS (LOSS) PER SHARE

The calculation of the basic earnings (loss) per share attributable to the owners of the Company is based on the following data:

Earnings (loss) figures are calculated as follows:

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|-----------------------|----------------------------------|----------------------------------|
| Profit (loss) for the purpose of basic earnings (loss) per share | 用於計算基本每股盈利(虧損)的利潤(虧損) | 5,814 | (51,748) |

| | | 2021 2021年 '000 千股 | 2020 2020年 '000 千股 |
|---|-------------------------|-----------------------------|-----------------------------|
| Weighted average number of ordinary shares for the purpose of basic earnings (loss) per share | 用於計算基本每股盈利(虧損)的普通股加權平均數 | 4,227,281 | 4,227,281 |

No diluted earnings (loss) per share for both 2021 and 2020 were presented as there were no potential ordinary shares in issue for both 2021 and 2020.

16. 股息

截至2021年12月31日及2020年12月31日止年度，本公司無派付或建議宣派任何普通股股息，自報告期末亦無建議宣派任何股息。

17. 每股盈利(虧損)

本公司擁有人應佔基本每股盈利(虧損)的計算是基於以下數據：

盈利(虧損)數據的計算如下：

2021年及2020年均未呈列攤薄每股盈利(虧損)，因為2021年及2020年並無已發行潛在普通股。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

| | | Buildings 樓宇 RMB'000 千人民幣 | Leasehold improvements 裝修費 RMB'000 千人民幣 | Plant and machinery 廠房及機械 RMB'000 千人民幣 | Furniture and fixtures 家具及裝置 RMB'000 千人民幣 | Motor vehicles 機動車輛 RMB'000 千人民幣 | Construction in progress 在建工程 RMB'000 千人民幣 | Total 合計 RMB'000 千人民幣 |
|--|--------------|------------------------------------|---|--|---|--|--|--------------------------------|
| COST | | 成本 | | | | | | |
| At 1 January 2020 | 於2020年1月1日 | 227,589 | 23,222 | 311,644 | 20,203 | 11,948 | 1,284 | 595,890 |
| Additions | 添置 | - | 9,417 | 24,847 | 2,736 | 1,614 | 5,332 | 43,946 |
| Transfers | 轉撥 | (7,992) | - | 260 | - | - | (260) | (7,992) |
| Disposals | 處置 | - | (488) | (4,318) | (2,082) | (567) | - | (7,455) |
| Exchange adjustments | 匯兌調整 | (1,563) | (920) | (138) | (1,038) | (238) | (463) | (4,360) |
| At 31 December 2020 | 於2020年12月31日 | 218,034 | 31,231 | 332,295 | 19,819 | 12,757 | 5,893 | 620,029 |
| Additions | 添置 | 14,031 | 11,109 | 34,561 | 3,462 | 2,679 | 22,421 | 88,263 |
| Transfers | 轉撥 | (3,058) | 346 | 448 | - | - | (794) | (3,058) |
| Disposals | 處置 | - | (7,980) | (68,190) | (3,886) | (964) | - | (81,020) |
| Exchange adjustments | 匯兌調整 | (2,053) | (686) | (1,016) | (427) | (222) | (1,868) | (6,272) |
| At 31 December 2021 | 於2021年12月31日 | 226,954 | 34,020 | 298,098 | 18,968 | 14,250 | 25,652 | 617,942 |
| ACCUMULATED DEPRECIATION AND IMPAIRMENT | | 累計折舊及減值 | | | | | | |
| At 1 January 2020 | 於2020年1月1日 | (46,368) | (16,718) | (190,049) | (14,369) | (8,153) | - | (275,657) |
| Provided for the year | 年內撥備 | (3,859) | (2,443) | (20,097) | (2,021) | (954) | - | (29,374) |
| Eliminated on disposal | 出售時抵銷 | - | 488 | 1,683 | 1,033 | 525 | - | 3,729 |
| Exchange adjustments | 匯兌調整 | 159 | 730 | 62 | 1,017 | 40 | - | 2,008 |
| At 31 December 2020 | 於2020年12月31日 | (50,068) | (17,943) | (208,401) | (14,340) | (8,542) | - | (299,294) |
| Provided for the year | 年內撥備 | (6,778) | (7,697) | (23,122) | (2,327) | (2,843) | - | (42,767) |
| Transfers | 轉撥 | 840 | - | - | - | - | - | 840 |
| Impairment loss recognised in profit or loss | 於損益確認的減值虧損 | (347) | - | (5,581) | (184) | (97) | - | (6,209) |
| Eliminated on disposal | 出售時抵銷 | - | 7,980 | 62,248 | 3,099 | 221 | - | 73,548 |
| Exchange adjustments | 匯兌調整 | 572 | 175 | 232 | 304 | 248 | - | 1,531 |
| At 31 December 2021 | 於2021年12月31日 | (55,781) | (17,485) | (174,624) | (13,448) | (11,013) | - | (272,351) |
| CARRYING VALUES | | 賬面值 | | | | | | |
| At 31 December 2021 | 於2021年12月31日 | 171,173 | 16,535 | 123,474 | 5,520 | 3,237 | 25,652 | 345,591 |
| At 31 December 2020 | 於2020年12月31日 | 167,966 | 13,288 | 123,894 | 5,479 | 4,215 | 5,893 | 320,735 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

18. PROPERTY, PLANT AND EQUIPMENT (continued)

The above items of property, plant and equipment, except for construction in progress, after taking into account the residual values, are depreciated on a straight-line basis at the following rates per annum:

| | |
|------------------------|--|
| Buildings | Over the shorter of the term of lease, or 18 to 40 years |
| Leasehold improvements | Over the shorter of the term of lease, or 2 to 5 years |
| Plant and machinery | 3 to 10 years |
| Furniture and fixtures | 1 to 7 years |
| Motor vehicles | 4 to 8 years |

None of the property, plant and equipment were pledged for the Group's bank loan facilities as at 31 December 2021.

As at 31 December 2020, certain buildings included in property, plant and equipment with aggregate carrying amount of RMB41,840,000 were pledged for the Group's bank loan facilities (Note 42).

19. RIGHT-OF-USE ASSETS

18. 物業、廠房及設備 (續)

上述物業、廠房及設備(在建工程除外)在計及剩餘價值後按直線法每年按以下比率折舊:

| | |
|-------|-------------------|
| 樓宇 | 於租賃期或18至40年中的較短期間 |
| 裝修費 | 於租賃期或2至5年中的較短期間 |
| 廠房及機械 | 3至10年 |
| 家具及裝置 | 1至7年 |
| 機動車輛 | 4至8年 |

於2021年12月31日,概無任何物業、廠房及設備被抵押用於本集團的銀行貸款融資。

於2020年12月31日,若干計入物業、廠房及設備的賬面值合計人民幣41,840千元的樓宇已就本集團之銀行貸款融資予以抵押(附註42)。

19. 使用權資產

| | | Leasehold lands 租賃土地 RMB'000 千人民幣 | Leased properties 租賃物業 RMB'000 千人民幣 | Total 合計 RMB'000 千人民幣 |
|--|-------------------------|--|--|--------------------------------|
| As at 31 December 2021 | 於2021年12月31日 | | | |
| Carrying amount | 賬面值 | 31,458 | 163,450 | 194,908 |
| As at 31 December 2020 | 於2020年12月31日 | | | |
| Carrying amount | 賬面值 | 32,246 | 179,516 | 211,762 |
| For the year ended 31 December 2021 | 截至2021年12月31日止年度 | | | |
| Depreciation charge | 折舊開支 | 788 | 23,156 | 23,944 |
| For the year ended 31 December 2020 | 截至2020年12月31日止年度 | | | |
| Depreciation charge | 折舊開支 | 788 | 16,219 | 17,007 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

19. RIGHT-OF-USE ASSETS (continued)

19. 使用權資產 (續)

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|----------------------------------|------------|----------------------------------|----------------------------------|
| Expense relating to short-leases | 與短期租賃有關的費用 | 858 | 955 |
| Total cash outflow for leases | 現金流出租賃總額 | 24,287 | 5,358 |
| Addition to right-of-use assets | 添置使用權資產 | 8,946 | 11,302 |

For both years, the Group leases various offices, warehouses, equipment and vehicles for its operations. Lease contracts are entered into for fixed term of 3 months to 47 years for both years. Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group regularly entered into short-term leases for various offices. As at 31 December 2021, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

None of the right-of-use assets were pledged for an associate's bank loan facilities as at 31 December 2021.

As at 31 December 2020, right-of-use assets related to leasehold land with aggregate carrying amounts of RMB17,408,000 were pledged for an associate's bank loan facilities (Note 42).

於兩個年度，本集團租賃各種辦公室、倉庫、設備及車輛供其運營之用。於兩個年度，租賃合同按3個月至47年的固定期限訂立。租賃條款乃根據個案基準商定，並包含不同的條款及條件。在釐定租賃期限及評估不可撤銷期限的長短時，本集團採用合同的定義並釐定合同可強制執行的期限。

本集團日常為各辦公室訂立短期租賃。於2021年12月31日，短期租賃組合與上文披露短期租賃開支所對應的短期租賃組合相似。

於2021年12月31日，概無使用權資產被抵押用於一家聯營公司的銀行貸款融資。

於2020年12月31日，總賬面值為人民幣17,408千元與租賃土地相關的使用權資產已就一家聯營公司的銀行貸款融資予以抵押(附註42)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

19. RIGHT-OF-USE ASSETS (continued)

Restrictions or covenants on leases

In addition, lease liabilities of RMB45,242,000 are recognised with related right-of-use assets of RMB56,503,000 as at 31 December 2021 (2020: lease liabilities of RMB58,099,000 and related right-of-use assets of RMB64,111,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Rent concessions

No rent concessions have been received by the Group during the year ended 31 December 2021.

During the year ended 31 December 2020, lessors of various offices provided rent concessions to the Group. These rent concessions occurred as a direct consequence of Covid-19 pandemic and met of all of the conditions in IFRS 16.46B, and the Group applied the practical expedient not to assess whether the changes constitute lease modifications. The effects on changes in lease payments due to forgiveness or waiver by the lessors for the relevant leases of RMB1,077,000 were recognised as negative variable lease payments.

20. INVESTMENT PROPERTIES

The Group leases out various offices under operating leases with rentals payable monthly. The leases typically run for an initial period of 1 to 3 years (2020: 1 to 5 years), with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend.

19. 使用權資產 (續)

租賃限制或契諾

此外，於2021年12月31日，以相關使用權資產人民幣56,503千元確認租賃負債人民幣45,242千元（2020年：租賃負債人民幣58,099千元及相關使用權資產人民幣64,111千元）。除出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他契諾。租賃資產不得用作借貸的抵押品。

租金優惠

截至2021年12月31日止年度，本集團未收到租金優惠。

截至2020年12月31日止年度，各辦公室的出租人向本集團提供租金優惠。該等租金優惠乃因Covid-19疫情直接導致，並滿足國際財務報告準則第16.46B號中的所有條件，故本集團採用可行權宜方法不評估變更是否構成租賃修改。由於出租人對有關租賃的寬免或豁免而對租賃付款變動的影響人民幣1,077千元被確認為負可變租賃付款。

20. 投資物業

本集團根據經營租賃出租若干辦公室，租金須每月支付。租賃通常初步為期1至3年（2020年：1至5年），且僅承租人有權單方面將租賃延長至初始期以外。在承租人行使延期選擇權的情況下，大多數租賃合同均包含市場審查條款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

20. INVESTMENT PROPERTIES (continued)

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

20. 投資物業 (續)

本集團不會因租賃安排而承受外幣風險，因為所有租賃均以集團實體各自的功能貨幣計價。租賃合同不包含剩餘價值保證及／或承租人在租賃期末購買物業的選擇權。

| | | RMB'000 千人民幣 |
|---|--------------|-----------------|
| COST | | |
| At 1 January 2020 | 於2020年1月1日 | - |
| Transfer from property, plant and equipment | 自物業、廠房及設備轉出 | 7,992 |
| At 31 December 2020 | 於2020年12月31日 | 7,992 |
| Transfer from property, plant and equipment | 自物業、廠房及設備轉出 | 2,218 |
| At 31 December 2021 | 於2021年12月31日 | 10,210 |
| DEPRECIATION | | |
| At 1 January 2020 | 於2020年1月1日 | - |
| Provided for the year | 本年撥備 | (2,185) |
| At 31 December 2020 | 於2020年12月31日 | (2,185) |
| Provided for the year | 本年撥備 | (240) |
| At 31 December 2021 | 於2021年12月31日 | (2,425) |
| CARRYING VALUES | | |
| At 31 December 2021 | 於2021年12月31日 | 7,785 |
| At 31 December 2020 | 於2020年12月31日 | 5,807 |

The fair value of the Group's investment properties at 31 December 2021 was RMB14,815,000 (2020: RMB9,100,000). The fair value has been arrived at based on a valuation carried out by an independent valuer not connected with the Group.

The fair value was determined based on the depreciated replacement cost approach, where the key inputs are unit replacement cost, based on current cost of replacement of the property, and adopted depreciation rate, based on professional judgment.

於2021年12月31日，本集團投資物業的公允價值為人民幣14,815千元（2020年：人民幣9,100千元）。公允價值乃根據與本集團並無關連的獨立估值師進行的估值而得出。

公允價值乃根據折舊重置成本法釐定，其中關鍵輸入為基於重置物業的當前成本的單位重置成本以及根據專業判斷採用的折舊率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

20. INVESTMENT PROPERTIES (continued)

In estimating the fair value of the properties, the highest and best use of the properties is their current use. The fair value of the investment properties is at level 3 fair value hierarchy at the end of the reporting period.

The above investment properties are depreciated on a straight-line basis over 30 years.

21. GOODWILL

20. 投資物業 (續)

於估計物業的公允價值時，物業的最高及最佳用途為其當前用途。於報告期末，投資物業的公允價值為第3級公允價值層級。

上述投資物業於30年內以直線法折舊。

21. 商譽

| | | Elec-Tech Solid State Lighting (HK) Limited ("HKSSL") 怡達(香港) 光電科技 有限公司 (「香港怡達」) RMB'000 千人民幣 | Shanghai Arcata Electronics Co., Ltd. ("Arcata") 上海阿卡得 電子有限公司 (「阿卡得」) RMB'000 千人民幣 | NVC DK A/S NVC DK A/S RMB'000 千人民幣 (Note 45) (附註45) | Others | Total |
|---|----------------------------|--|---|--|-----------------|-----------------|
| | | | | | 其他 | 總計 |
| | | | | | RMB'000 千人民幣 | RMB'000 千人民幣 |
| COST | 成本 | | | | | |
| At 1 January 2020 and 31 December 2020 | 於2020年1月1日及 2020年12月31日 | 377,233 | 7,369 | - | 212,708 | 597,310 |
| Arising on acquisition of a subsidiary | 收購附屬公司產生 | - | - | 24,309 | - | 24,309 |
| At 31 December 2021 | 於2021年12月31日 | 377,233 | 7,369 | 24,309 | 212,708 | 621,619 |
| IMPAIRMENT | 減值 | | | | | |
| At 1 January 2020 | 於2020年1月1日 | 173,216 | - | - | 210,126 | 383,342 |
| Impairment loss recognised | 已確認減值虧損 | - | - | - | 2,582 | 2,582 |
| At 31 December 2020 | 於2020年12月31日 | 173,216 | - | - | 212,708 | 385,924 |
| Impairment loss recognised | 已確認減值虧損 | - | - | 24,309 | - | 24,309 |
| At 31 December 2021 | 於2021年12月31日 | 173,216 | - | 24,309 | 212,708 | 410,233 |
| CARRYING VALUES | 賬面值 | | | | | |
| At 31 December 2021 | 於2021年12月31日 | 204,017 | 7,369 | - | - | 211,386 |
| At 31 December 2020 | 於2020年12月31日 | 204,017 | 7,369 | - | - | 211,386 |

Particulars regarding impairment testing on goodwill are disclosed in Note 23.

有關商譽減值測試的詳情已於附註23披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

22. OTHER INTANGIBLE ASSETS

22. 其他無形資產

| | | Trademarks (indefinite useful lives) 商標(無限 可使用年期) RMB'000 千人民幣 | Trademarks (definite useful lives) 商標(有限 可使用年期) RMB'000 千人民幣 | Computer software 電腦軟件 RMB'000 千人民幣 | Customer relationships 客戶關係 RMB'000 千人民幣 | Deferred development costs 遞延開發 成本 RMB'000 千人民幣 | Patents 專利權 RMB'000 千人民幣 | Total 合計 RMB'000 千人民幣 |
|---|--------------|--|--|---|--|---|-----------------------------------|--------------------------------|
| COST | | 成本 | | | | | | |
| At 1 January 2020 | 於2020年1月1日 | 17,600 | 80,159 | 3,317 | 324,695 | 5,525 | 174,569 | 605,865 |
| Additions | 添置 | - | - | 2,198 | - | 1,737 | 14,346 | 18,281 |
| Acquired on acquisition of subsidiaries | 收購附屬公司時收購 | - | - | - | 5,533 | - | - | 5,533 |
| Disposals | 處置 | - | - | - | - | - | (1,083) | (1,083) |
| Exchange adjustment | 匯兌調整 | - | - | (165) | - | - | - | (165) |
| At 31 December 2020 | 於2020年12月31日 | 17,600 | 80,159 | 5,350 | 330,228 | 7,262 | 187,832 | 628,431 |
| Additions | 添置 | - | - | 1,165 | - | 3,203 | 19,644 | 24,012 |
| Acquired on acquisition of a subsidiary | 收購附屬公司時收購 | - | - | - | 1,496 | - | - | 1,496 |
| Disposals | 處置 | - | - | (172) | - | - | - | (172) |
| Exchange adjustment | 匯兌調整 | - | - | - | (656) | - | (246) | (902) |
| At 31 December 2021 | 於2021年12月31日 | 17,600 | 80,159 | 6,343 | 331,068 | 10,465 | 207,230 | 652,865 |
| ACCUMULATED AMORTISATION | | 累計攤銷 | | | | | | |
| At 1 January 2020 | 於2020年1月1日 | - | (18,704) | (2,455) | (51,829) | - | (143,452) | (216,440) |
| Charge for the year | 本年開支 | - | (16,032) | (288) | (14,488) | - | (15,575) | (46,383) |
| Eliminated on disposals | 出售時抵銷 | - | - | - | - | - | 1,083 | 1,083 |
| Exchange adjustment | 匯兌調整 | - | - | 109 | - | - | - | 109 |
| At 31 December 2020 | 於2020年12月31日 | - | (34,736) | (2,634) | (66,317) | - | (157,944) | (261,631) |
| Charge for the year | 本年開支 | - | (16,032) | (410) | (15,365) | - | (16,849) | (48,656) |
| Eliminated on disposals | 出售時抵銷 | - | - | 9 | - | - | - | 9 |
| Exchange adjustment | 匯兌調整 | - | - | - | 53 | - | 246 | 299 |
| At 31 December 2021 | 於2021年12月31日 | - | (50,768) | (3,035) | (81,629) | - | (174,547) | (309,979) |
| CARRYING VALUES | | 賬面值 | | | | | | |
| At 31 December 2021 | 於2021年12月31日 | 17,600 | 29,391 | 3,308 | 249,439 | 10,465 | 32,683 | 342,886 |
| At 31 December 2020 | 於2020年12月31日 | 17,600 | 45,423 | 2,716 | 263,911 | 7,262 | 29,888 | 366,800 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

22. OTHER INTANGIBLE ASSETS (continued)

Deferred development costs are internally generated. The Group's computer software, customer relationships and patents were acquired from third parties. Trademarks were purchased as part of a business combination in prior years.

The above intangible assets other than trademarks with indefinite useful lives have definite useful lives. Such intangible assets are amortised on a straight-line basis over the following period:

| | |
|---------------------------------------|---------------|
| Trademarks with definite useful lives | 5 years |
| Computer software | 5 to 10 years |
| Customer relationships | 5 to 20 years |
| Patents | 5 to 10 years |

The trademarks with indefinite useful lives are renewable at minimal cost. The directors of the Company are of the opinion that the Group would renew the trademarks continuously and has the ability to do so. Various studies including market, competitive and environmental trends, and brand extension opportunities have been performed by management of the Group, which supports that the trademarks have no foreseeable limit to the period over which the trademarked products are expected to generate net cash flows for the Group.

As a result, the trademarks are considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The trademarks will not be amortised until its useful life is determined to be definite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired. Particulars of the impairment testing are disclosed in Note 23.

22. 其他無形資產 (續)

遞延開發成本屬內部產生。本集團的電腦軟件、客戶關係及專利權乃從第三方獲得。商標乃過往年度作為業務合併的一部分而購買。

除具無限可使用年期的商標外，上述無形資產均具有限可使用年期。此類無形資產於以下期間按直線法攤銷：

| | |
|-------------|-------|
| 具有限可使用年期的商標 | 5年 |
| 電腦軟件 | 5至10年 |
| 客戶關係 | 5至20年 |
| 專利權 | 5至10年 |

具無限可使用年期的商標可以最小成本續新。本公司董事認為，本集團將持續續新商標，並有能力如此行事。本集團管理層已進行各種研究，包括市場、競爭及環境趨勢以及品牌延伸機會，該等研究證明商標對使用商標的產品預期可為本集團產生淨現金流量的期間並無可預見的限制。

因此，本集團管理層認為該等商標具有無限可使用年期，因為預計該等商標將無限期貢獻淨現金流入。該等商標不會攤銷，直至其可使用年期被釐定為有限止。相反，其將每年及在有跡象表明可能會減值時進行減值測試。減值測試的詳情於附註23披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES

For the purposes of impairment testing, goodwill and trademarks with indefinite useful lives set out in Notes 21 and 22 have been allocated to three individual CGUs. The carrying amounts of goodwill and trademarks (net of accumulated impairment losses) allocated to these units are as follows:

23. 商譽及具無限可使用年期的無形資產減值測試

就減值測試而言，附註21及22中所載商譽及具無限可使用年期的商標已分配至三個單獨現金產生單位。分配予該等單位的商譽及商標的賬面值(扣除累計減值虧損後)如下：

| | | Goodwill 商譽 | | Trademarks 商標 | |
|------------|------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
| HKSSL | 香港怡達 | 204,017 | 204,017 | 17,600 | 17,600 |
| Arcata | 阿卡得 | 7,369 | 7,369 | - | - |
| NVC DK A/S | NVC DK A/S | - | - | - | - |
| | | 211,386 | 211,386 | 17,600 | 17,600 |

In addition to goodwill and trademarks above, property, plant and equipment, other intangible assets and right-of-use assets (including allocation of corporate assets) that generate cash flows together with the related goodwill and trademarks are also included in the respective CGU for the purpose of impairment assessment.

除上述商譽及商標外，產生現金流量的物業、廠房及設備、其他無形資產及使用權資產(包括分配公司資產)，連同相關商譽及商標，亦計入各自的現金產生單位，以進行減值評估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES (continued)

HKSSL

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and discount rate of 15.60% (2020: 15.39%). HKSSL's cash flows beyond the five-year period are extrapolated using a steady 2% (2020: 2%) growth rate. This growth rate is based on the historical consumer price index growth rate and does not exceed the average consumer price index growth rate in the United States. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include sales growth rates and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development. The cash flow projections, growth rates and discount rate have been reassessed as at 31 December 2021 and 2020 taking into consideration higher degree of estimation uncertainties in the current year due to how the Covid-19 pandemic may progress and evolve and volatility in financial markets, including potential disruptions of the Group's wholesales operations.

During the years ended 31 December 2021 and 2020, management of the Group determines that there is no impairment on HKSSL. Management believes that any reasonably possible change in any of these assumptions would not cause the carrying amount of HKSSL to exceed the recoverable amount of HKSSL.

23. 商譽及具無限可使用年期的無形資產減值測試 (續)

香港怡達

該單位的可收回金額已根據使用價值計算法釐定。該計算使用基於管理層批准的涵蓋五年期財務預算的現金流量預測及折現率15.60% (2020年: 15.39%)。香港怡達五年期以上的現金流量使用穩定的2% (2020年: 2%) 增長率推算得出。該增長率基於歷史消費價格指數增長率, 並且不超過美國平均消費價格指數增長率。計算使用價值使用的其他關鍵假設與現金流入/流出估計有關, 包括銷售增長率及毛利率, 該估計基於該單位過往表現及管理層對市場發展的預期。考慮到本年度較高的估計不確定性, 因為Covid-19疫情可能如何發展及演變尚不確定以及金融市場的動盪 (包括本集團批發業務潛在中斷), 於2021年及2020年12月31日的現金流量預測、增長率及折現率已經重新評估。

截至2021年及2020年12月31日止年度, 本集團管理層釐定香港怡達並無減值。管理層認為, 任何該等假設的任何合理可能變動均不會導致香港怡達的賬面值超過香港怡達的可收回金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES (continued)

Arcata

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and discount rate of 14.0% (2020: 14.70%). Arcata's cash flows beyond the five-year period are extrapolated using a steady 2% (2020: 2%) growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average consumer price index growth rate in the PRC for the relevant industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include sales growth rates and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development. The cash flow projections, growth rates and discount rate have been reassessed as at 31 December 2021 and 2020 taking into consideration higher degree of estimation uncertainties in the current year due to how the Covid-19 pandemic may progress and evolve and volatility in financial markets, including potential disruptions of the Group's wholesales operations.

During the years ended 31 December 2021 and 31 December 2020, management of the Group determines that there is no impairment on Arcata. Management believes that any reasonably possible change in any of these assumptions would not cause the carrying amount of Arcata to exceed the recoverable amount of Arcata.

23. 商譽及具無限可使用年期的無形資產減值測試 (續)

阿卡得

該單位的可收回金額已根據使用價值計算法釐定。該計算使用基於管理層批准的涵蓋五年期財務預算的現金流量預測及折現率14.0%（2020年：14.70%）。阿卡得五年期以上的現金流量使用穩定的2%（2020年：2%）增長率推算得出。該增長率基於相關行業的增長預測，並且不超過中國相關行業的平均消費價格指數增長率。計算使用價值使用的其他關鍵假設與現金流入／流出估計有關，包括銷售增長率及毛利率，該估計基於該單位過往表現及管理層對市場發展的預期。考慮到本年度較高的估計不確定性，因為Covid-19疫情可能如何發展及演變尚不確定以及金融市場的動盪（包括本集團批發業務潛在中斷），於2021年及2020年12月31日的現金流量預測、增長率及折現率已經重新評估。

截至2021年12月31日及2020年12月31日止年度，本集團管理層釐定阿卡得並無減值。管理層認為，任何該等假設的任何合理可能變動均不會導致阿卡得的賬面值超過阿卡得的可收回金額。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES (continued)

NVC DK A/S

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and discount rate of 15.5%. NVC DK A/S's cash flows beyond the five-year period are extrapolated using a steady 1% growth rate. This growth rate is based on the inflation rate of Denmark in 2026 as projected by the International Monetary Fund. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include sales growth rates and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development.

During the year ended 31 December 2021, management of the Group determines that impairment loss of RMB24,309,000 in respect of the goodwill has been recognised as the recoverable amount of this unit is less than its carrying amount.

23. 商譽及具無限可使用年期的無形資產減值測試 (續)

NVC DK A/S

該單位的可收回金額已根據使用價值計算法釐定。該計算使用基於管理層批准的涵蓋五年期財務預算的現金流量預測及折現率15.5%。NVC DK A/S五年期以上的現金流量使用穩定的1%增長率推算得出。該增長率基於國際貨幣基金組織預測的丹麥2026年的通貨膨脹率。計算使用價值使用的其他關鍵假設與現金流入／流出估計有關，包括銷售增長率及毛利率，該估計基於該單位過往表現及管理層對市場發展的預期。

截至2021年12月31日止年度，本集團管理層確定，由於該單位的可收回金額低於其賬面值，已確認有關商譽的減值虧損人民幣24,309千元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

24. INTERESTS IN ASSOCIATES

24. 於聯營公司之權益

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|-----------------------|----------------------------------|----------------------------------|
| Cost of interests in associates | 於聯營公司的權益成本 | 819,217 | 812,721 |
| Share of post-acquisition profit and other comprehensive income, net of dividends received | 應佔收購後利潤及其他全面收入，扣除已收股息 | (221,747) | (224,251) |
| | | 597,470 | 588,470 |

Details of each of the Group's principal associates at the end of the reporting period are as follows:

本集團各主要聯營公司於報告期末的詳情如下：

| Name of entities 實體名稱 | Country of incorporation/ registration 註冊成立/ 註冊國家 | Principal place of business 主要營業地點 | Proportion of ownership interest held by the Group 本集團所持所有權比例 | | Proportion of voting rights held by the Group 本集團所持投票權比例 | | Principal activities 主要活動 |
|---|--|---------------------------------------|--|---------------|---|---------------|---|
| | | | 2021 2021年 | 2020 2020年 | 2021 2021年 | 2020 2020年 | |
| Brilliant Lights International Holding Pte. Ltd. ("BLIHP") | Singapore | Singapore | 30% | 30% | 30% (Note) | 30% (Note) | Investment holding and manufacture and sales of lamps, luminaries, lamp transformers, lighting electronic products and other appliances |
| Brilliant Lights International Holding Pte. Ltd. ("BLIHP") | 新加坡 | 新加坡 | 30% | 30% | 30% (附註) | 30% (附註) | 投資控股以及製造及銷售光源、燈具、燈用鎮流器、照明電子產品及其他電器 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

24. INTERESTS IN ASSOCIATES (continued)

24. 於聯營公司之權益 (續)

| Name of entities 實體名稱 | Country of incorporation/ registration 註冊成立/ 註冊國家 | Principal place of business 主要營業地點 | Proportion of ownership interest held by the Group 本集團所持所有權 比例 | | Proportion of voting rights held by the Group 本集團所持投票權 比例 | | Principal activities 主要活動 |
|---|---|---|--|---------------|---|---------------|---|
| | | | 2021 2021年 | 2020 2020年 | 2021 2021年 | 2020 2020年 | |
| NVC&OLLE Lighting (Wuhu) Company Limited* ("OLLE") | The PRC | The PRC | 10% | 10% | N/A | 10% (Note) | Trading of lamps, luminaries, other lighting products, low voltage electrical appliances and fire equipment products and accessories as well as research and development of LED lighting products |
| 蕪湖雷士歐樂照明貿易有限公司* ("歐樂") | 中國 | 中國 | 10% | 10% | 不適用 | 10% (附註) | 買賣光源、燈具、其他照明產品、低壓電器及消防器材產品及配件，以及研究及開發LED照明產品 |
| Zuhai Zhengtong Electrical Industrial Co., Ltd.* ("ZZEI") | The PRC | The PRC | 10% | 10% | 10% (Note) | 10% (Note) | Sales of lamps, luminaries, lighting electronic products and other appliances |
| 珠海市正通電工實業有限公司* ("珠海正通") | 中國 | 中國 | 10% | 10% | 10% (附註) | 10% (附註) | 銷售光源、燈具、照明電子產品及其他電器 |
| Elekzon PTY Limited ("Elekzon")* | Australia | Australia | 20% | N/A | 20% (Note) | N/A | Sales of lamps, luminaries, lighting electronic products and other appliances |
| Elekzon PTY Limited ("Elekzon")* | 澳洲 | 澳洲 | 20% | 不適用 | 20% (附註) | 不適用 | 銷售光源、燈具、照明電子產品及其他電器 |
| Beijing Marriott Runde Energy Saving Technology Co., Ltd.* ("BJWH") | The PRC | The PRC | 20% | 20% | 20% (Note) | 20% (Note) | Research and development of LED lighting products and other appliances |
| 北京萬豪潤德節能科技有限公司* ("北京萬豪") | 中國 | 中國 | 20% | 20% | 20% (附註) | 20% (附註) | LED照明產品及其他家電的研發 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

24. INTERESTS IN ASSOCIATES (continued)

- # These companies are limited liability company in the PRC.
- * The Group acquired 20% equity interest in Elekzon on during the year ended 31 December 2021.
- @ OLLE has been reclassified to equity instruments at fair value through other comprehensive income due to the change of the article of association under which the Group cannot exercise its significant influence over OLLE.

The above table lists out the associates of the Group which, in the opinion of the directors, principally affect the share of results of associates for the year or constitute a substantial portion of the Group's interests in associates. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.

Note: In the opinion of the directors, BLIHP, ZZEI, Elekzon and BJWH (2020: BLIHP, OLLE, ZZEI, and BJWH) are regarded as associates of the Group because the Group appoints director in the board of directors of the respective companies which indicates the Group has significant influence over the respective companies.

Summarised financial information of a material associate

Summarised financial information in respect of the Group's material associates is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with IFRS Standards.

24. 於聯營公司之權益 (續)

- # 該等公司是在中國的有限責任公司。
- * 本集團於截至2021年12月31日止年度收購Elekzon的20%股權。
- @ 由於公司章程變更，本集團不能對歐樂施加重大影響，歐樂已被重分類為按公允價值計入其他全面收入的權益工具。

上表列出董事認為主要影響應佔聯營公司年度業績或構成本集團於聯營公司權益相當大部分之本集團聯營公司。董事認為列出其他聯營公司詳情，會令名單篇幅變得冗長。

附註： 董事認為，BLIHP、珠海正通、Elekzon及北京萬豪（2020年：BLIHP、歐樂、珠海正通及北京萬豪）被視為本集團的聯營公司，因為本集團在各公司的董事會中委任董事，這表明本集團對各公司具有重大影響力。

一家主要聯營公司的財務資料概要

有關本集團主要聯營公司的財務資料概要載列如下。以下財務資料概要指該聯營公司根據國際財務報告準則編製的財務報表所列金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

24. INTERESTS IN ASSOCIATES (continued)

Summarised financial information of a material associate (continued)

All of these associates are accounted for using the equity method in these consolidated financial statements.

BLIHP

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|------------------------------------|----------------------------------|----------------------------------|
| Current assets | 流動資產 | 2,474,668 | 2,503,728 |
| Non-current assets, excluding goodwill | 非流動資產(不包括商譽) | 4,077,224 | 3,948,015 |
| Goodwill | 商譽 | 2,259,871 | 1,906,982 |
| Current liabilities | 流動負債 | (3,244,932) | (2,608,601) |
| Non-current liabilities | 非流動負債 | (3,001,305) | (3,205,933) |
| Net assets | 淨資產 | 2,565,526 | 2,544,191 |
| Less: | 減: | | |
| – goodwill | – 商譽 | (1,906,982) | (1,906,982) |
| – non-controlling interests in the associate's subsidiaries ("Associate's NCI") | – 於聯營公司之附屬公司的非控制性權益(「聯營公司的非控制性權益」) | (238,473) | (234,646) |
| Net assets, excluding goodwill and Associate's NCI | 淨資產, 不包括商譽及聯營公司的非控制性權益 | 420,071 | 402,563 |
| Proportion of the Group's ownership | 本集團所有權百分比 | 30% | 30% |
| Group's share of net assets of the associates, excluding goodwill and Associate's NCI | 本集團應佔聯營公司淨資產, 不包括商譽及聯營公司的非控制性權益 | 126,021 | 120,769 |
| Goodwill on acquisition of the associate | 收購聯營公司商譽 | 473,526 | 473,526 |
| Other adjustment | 其他調整 | (16,308) | (14,044) |
| Carrying amount of the investment | 投資賬面值 | 583,239 | 580,251 |

24. 於聯營公司之權益 (續)

一家主要聯營公司的財務資料概要 (續)

於該等綜合財務報表中, 所有該等聯營公司均採用權益法入賬。

BLIHP

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|------------------------------------|----------------------------------|----------------------------------|
| Current assets | 流動資產 | 2,474,668 | 2,503,728 |
| Non-current assets, excluding goodwill | 非流動資產(不包括商譽) | 4,077,224 | 3,948,015 |
| Goodwill | 商譽 | 2,259,871 | 1,906,982 |
| Current liabilities | 流動負債 | (3,244,932) | (2,608,601) |
| Non-current liabilities | 非流動負債 | (3,001,305) | (3,205,933) |
| Net assets | 淨資產 | 2,565,526 | 2,544,191 |
| Less: | 減: | | |
| – goodwill | – 商譽 | (1,906,982) | (1,906,982) |
| – non-controlling interests in the associate's subsidiaries ("Associate's NCI") | – 於聯營公司之附屬公司的非控制性權益(「聯營公司的非控制性權益」) | (238,473) | (234,646) |
| Net assets, excluding goodwill and Associate's NCI | 淨資產, 不包括商譽及聯營公司的非控制性權益 | 420,071 | 402,563 |
| Proportion of the Group's ownership | 本集團所有權百分比 | 30% | 30% |
| Group's share of net assets of the associates, excluding goodwill and Associate's NCI | 本集團應佔聯營公司淨資產, 不包括商譽及聯營公司的非控制性權益 | 126,021 | 120,769 |
| Goodwill on acquisition of the associate | 收購聯營公司商譽 | 473,526 | 473,526 |
| Other adjustment | 其他調整 | (16,308) | (14,044) |
| Carrying amount of the investment | 投資賬面值 | 583,239 | 580,251 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

24. INTERESTS IN ASSOCIATES (continued)

Summarised financial information of a material associate (continued)

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|-------------------------------|----------------------------------|----------------------------------|
| Revenue | 收入 | 4,490,821 | 3,647,825 |
| Impairment loss recognised on goodwill | 就商譽確認的減值虧損 | - | (466,431) |
| Loss for the year | 本年虧損 | (52,585) | (701,028) |
| Loss for the year excluding non-controlling interests in an associate's subsidiaries | 本年虧損，不包括於聯營公司之附屬公司的非控制性權益 | (61,666) | (707,527) |
| Total comprehensive expense for the year | 本年全面開支合計 | 10,409 | (522,956) |
| Total comprehensive expense for the year excluding non-controlling interests in an associate's subsidiaries | 本年全面開支合計，不包括於聯營公司之附屬公司的非控制性權益 | 1,328 | (529,455) |
| Dividends received from the associate during the year | 本年收到聯營公司股息 | - | (45,900) |

Aggregate information of associate that are not individually material

| | | Year ended 31/12/2021 截至2021年 12月31日止年度 RMB'000 千人民幣 | Year ended 31/12/2020 截至2020年 12月31日止年度 RMB'000 千人民幣 |
|--|---------------------|---|---|
| The Group's share of profit | 本集團應佔利潤 | 2,106 | 2,978 |
| The Group's share of total comprehensive income | 本集團應佔全面開支合計 | 2,106 | 3,007 |
| Aggregate carrying amount of the Group's interests in these associates | 本集團於該等聯營公司的權益的合計賬面值 | 14,231 | 8,219 |

24. 於聯營公司之權益 (續)

一家主要聯營公司的財務資料概要 (續)

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|-------------------------------|----------------------------------|----------------------------------|
| Revenue | 收入 | 4,490,821 | 3,647,825 |
| Impairment loss recognised on goodwill | 就商譽確認的減值虧損 | - | (466,431) |
| Loss for the year | 本年虧損 | (52,585) | (701,028) |
| Loss for the year excluding non-controlling interests in an associate's subsidiaries | 本年虧損，不包括於聯營公司之附屬公司的非控制性權益 | (61,666) | (707,527) |
| Total comprehensive expense for the year | 本年全面開支合計 | 10,409 | (522,956) |
| Total comprehensive expense for the year excluding non-controlling interests in an associate's subsidiaries | 本年全面開支合計，不包括於聯營公司之附屬公司的非控制性權益 | 1,328 | (529,455) |
| Dividends received from the associate during the year | 本年收到聯營公司股息 | - | (45,900) |

個別並不重大的聯營公司的匯總資料

| | | Year ended 31/12/2021 截至2021年 12月31日止年度 RMB'000 千人民幣 | Year ended 31/12/2020 截至2020年 12月31日止年度 RMB'000 千人民幣 |
|--|---------------------|---|---|
| The Group's share of profit | 本集團應佔利潤 | 2,106 | 2,978 |
| The Group's share of total comprehensive income | 本集團應佔全面開支合計 | 2,106 | 3,007 |
| Aggregate carrying amount of the Group's interests in these associates | 本集團於該等聯營公司的權益的合計賬面值 | 14,231 | 8,219 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

25. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|-----------------------------|---------|----------------------------------|----------------------------------|
| Listed equity securities | 上市權益證券 | 14,000 | 14,000 |
| Unlisted equity investments | 非上市權益證券 | 788 | - |
| | | 14,788 | 14,000 |

The above listed equity investments represents ordinary shares of an entity listed in the PRC and the above unlisted equity investments represent the Group's equity interest in a private entity established in the PRC. Both investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in equity instrument as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

26. TRADE AND BILLS RECEIVABLES

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|-----------------------------------|----------|----------------------------------|----------------------------------|
| Trade receivables | 貿易應收賬款 | 494,933 | 499,924 |
| Less: Allowance for credit losses | 減：信貸虧損撥備 | (11,983) | (7,447) |
| | | 482,950 | 492,477 |
| Bills receivables | 票據應收賬款 | 17,453 | 6,300 |
| | | 500,403 | 498,777 |

As at 1 January 2020, trade receivables from contracts with customer amounted to RMB609,000,000.

25. 按公允價值計入其他全面收入的權益工具

上述上市權益投資指在中國上市的實體的普通股，上述非上市權益投資指本集團在中國成立的私營實體的股權。該等投資並非持作交易目的，而是為長期戰略目的而持有。本公司董事選擇將權益工具投資指定為按公允價值計入其他全面收入，因為彼等認為於損益確認該等投資的公允價值短期波動與本集團長期持有該等投資及長遠發揮其表現潛力的策略不符。

26. 貿易及票據應收賬款

於2020年1月1日，來自客戶合同的貿易應收賬款為人民幣609,000千元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

26. TRADE AND BILLS RECEIVABLES (continued)

Transfer of financial assets

The following were the Group's financial assets at 31 December 2021 and 2020 that were transferred to suppliers by endorsing those bills receivables on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these receivables, it continues to recognise the full carrying amount of the bills receivables and it continues to recognise the full carrying amount of the bills receivables and the full carrying amount of the trade payables (see Note 31) for endorsed bills receivables. These financial assets are carried at amortised cost in the Group's consolidated statement of financial position.

Bills receivables endorsed to suppliers with full recourse

| | |
|---|----------|
| Carrying amount of transferred assets | 轉讓資產的賬面值 |
| Carrying amount of associated liabilities | 相關負債的賬面值 |

Included in the Group's trade receivables are amounts due from related parties of RMB1,365,000 (2020: RMB18,205,000) which are repayable on similar credit terms to those offered to the major customers of the Group.

26. 貿易及票據應收賬款 (續)

轉讓金融資產

以下為本集團於2021年12月31日及2020年12月31日通過以全追索權基礎背書票據應收賬款轉讓予供應商的金融資產。由於本集團未轉讓與該等應收賬款相關的重大風險及報酬，故其繼續全額確認票據應收賬款的賬面值，並繼續確認票據應收賬款的全部賬面值以及已背書票據應收賬款的貿易應付賬款（見附註31）全部賬面值。該等金融資產在本集團的綜合財務狀況表中以攤銷成本列示。

向供應商背書具有完全追索權的票據應收賬款

| 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|----------------------------------|----------------------------------|
| 8,808 | - |
| (8,808) | - |

應收關聯方賬款人民幣1,365千元（2020年：人民幣18,205千元）計入本集團貿易應收賬款，該等賬款的還款信貸條件與提供給本集團主要客戶的條件相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

26. TRADE AND BILLS RECEIVABLES (continued)

Transfer of financial assets (continued)

The following is an aged analysis of trade receivables, net of allowance for credit losses, presented based on the transaction date, and an analysis of bills receivables by age, net of allowance for credit losses, presented based on the bills issuance date at the end of the reporting period.

26. 貿易及票據應收賬款 (續)

轉讓金融資產 (續)

以下為基於交易日期呈列的貿易應收賬款(已扣除信貸虧損撥備)的賬齡分析,以及基於報告期末的票據發行日期呈列,按賬齡劃分的票據應收賬款(已扣除信貸虧損撥備)分析。

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--------------------------|---------------|----------------------------------|----------------------------------|
| Trade receivables | 貿易應收賬款 | | |
| Within 3 months | 3個月內 | 425,312 | 412,086 |
| 4 to 6 months | 4至6個月 | 53,480 | 50,638 |
| 7 to 12 months | 7至12個月 | 1,571 | 25,578 |
| 1 to 2 years | 1年至2年 | 1,748 | 3,399 |
| Over 2 years | 2年以上 | 839 | 776 |
| | | 482,950 | 492,477 |
| Bill receivables | 票據應收賬款 | | |
| Within 3 months | 3個月內 | 14,853 | 1,558 |
| 4 to 6 months | 4至6個月 | 2,600 | 4,742 |
| | | 17,453 | 6,300 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

26. TRADE AND BILLS RECEIVABLES (continued)

Transfer of financial assets (continued)

As at 31 December 2021, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB49,899,000 (2020: RMB86,878,000) which are past due as at the reporting date. Out of the past due balances, RMB12,204,000 (2020: RMB19,394,000) has been past due 90 days or more and is not considered as in default.

As at 31 December 2021, total bills received amounting to RMB17,453,000 (2020: RMB6,300,000) are held by the Group for future settlement of trade receivables. All bills received by the Group are with a maturity period of less than six months. Other than bills receivables, the Group does not hold any collateral over these balances.

Other than bills receivables, carrying amount of trade receivables amounted to RMB163,300,000 (2020: RMB29,458,000) have been pledged as security for the Group's borrowings (Note 42).

Details of impairment assessment of trade and bills receivables are set out in Note 44(b).

26. 貿易及票據應收賬款 (續)

轉讓金融資產 (續)

於2021年12月31日，本集團的貿易應收賬款餘額中包括賬面總值為人民幣49,899千元（2020年：人民幣86,878千元）的應收賬款，該等應收賬款於報告日期已逾期。在逾期餘額中，人民幣12,204千元（2020年：人民幣19,394千元）已逾期90日或更長時間，但不被視為違約。

於2021年12月31日，本集團持有票據應收賬款總額人民幣17,453千元（2020年：人民幣6,300千元），用於未來結算貿易應收賬款。本集團收到的所有票據的到期期限均少於六個月。除票據應收賬款外，本集團並無就該等結餘持有任何抵押品。

除票據應收賬款外，賬面值人民幣163,300千元（2020年：人民幣29,458千元）的貿易應收賬款已作為本集團借款的抵押品予以抵押（附註42）。

貿易及票據應收賬款的減值評估詳情載於附註44(b)。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

27. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

27. 其他應收賬款、保證金及預付款

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|---------------------------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | | |
| Deposits paid for acquisition of property, plant and equipment | 收購物業、廠房及設備支付保證金 | 296,987 | 298,247 |
| Current assets | 流動資產 | | |
| Prepayments | 預付款 | 22,710 | 19,125 |
| PRC value added tax recoverable | 可退還中國增值稅 | 36,647 | 28,097 |
| Deposits to and other receivables from third parties | 給予第三方的保證金及 應收第三方其他應收賬款 | 27,643 | 137,944 |
| Other receivables due from related parties | 應收關聯方的其他應收賬款 | 29,045 | 28,430 |
| | | 116,045 | 213,596 |
| Less: Allowance for credit losses | 減：信貸虧損撥備 | (2,464) | (117,639) |
| | | 113,581 | 95,957 |
| Other receivables due from related parties | 應收關聯方的其他應收賬款 | | |
| – Associate | – 聯營公司 | 16,246 | 16,191 |
| – An entity with significant influence over the Company | – 對本公司有重大影響的實體 | 7,254 | – |
| – Subsidiaries of the entity with significant influence over the Company | – 對本公司有重大影響的實體的附屬公司 | 5,545 | 12,239 |
| | | 29,045 | 28,430 |

Details of impairment assessment of other receivables are set out in Note 44(b).

其他應收賬款的減值評估詳情載於附註44(b)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

28. INVENTORIES

28. 存貨

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|-------------------------------|---------|----------------------------------|----------------------------------|
| Raw materials and consumables | 原材料和消耗品 | 147,606 | 191,058 |
| Work in progress | 半成品 | 40,777 | 29,362 |
| Finished goods | 成品 | 435,655 | 201,253 |
| | | 624,038 | 421,673 |

29. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

29. 按公允價值計入損益的金融資產

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|--------------------|----------------------------------|----------------------------------|
| Listed securities held for trading: | 持作買賣上市證券： | | |
| Equity securities listed in the PRC, at fair value | 於中國上市的股本證券，按公允價值列賬 | 39,709 | 25,251 |
| Foreign currency forward contracts – Current | 外幣遠期合約 – 即期 | 891 | – |
| | | 40,600 | 25,251 |
| Foreign currency forward contracts – Non current | 外幣遠期合約 – 非即期 | 527 | – |
| | | 41,127 | 25,251 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

29. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

Major items of the foreign currency forward contracts are as follows:

Year ended 31 December 2021

| Notional amount 名義金額 | Maturity 到期日 | Exchange rate 匯率 |
|------------------------------------|---------------------------------|------------------------------|
| Sell GBP1,989,000 出售1,989,000英鎊 | 17 May 2022 2022年5月17日 | GBP1:RMB9.00 1英鎊：人民幣9.00元 |
| Sell GBP1,000,000 出售1,000,000英鎊 | 30 December 2022 2022年12月30日 | GBP1:RMB9.05 1英鎊：人民幣9.05元 |
| Sell GBP1,764,000 出售1,764,000英鎊 | 28 February 2023 2023年2月28日 | GBP1:RMB8.90 1英鎊：人民幣8.90元 |

30. BANK BALANCES AND CASH/PLEDGED BANK DEPOSITS

Bank balances carry interest at market rates which range from 0.01% to 0.03% (2020: 0.01% to 0.03%). The pledged deposits carry fixed interest rate of 1.55% to 2.75% (2020: 1.35% to 2.80%). The pledge bank deposits will be released upon the settlement of relevant bill payables.

Details of impairment assessment of bank balances and pledged bank deposits are set out in Note 44(b).

29. 按公允價值計入損益的金融資產 (續)

外幣遠期合約主要項目如下：

截至2021年12月31日止年度

30. 銀行結餘及現金／已抵押銀行存款

銀行結餘按介乎0.01%至0.03%（2020年：0.01%至0.03%）的市場利率計息。已抵押存款按固定利率1.55%至2.75%（2020年：1.35%至2.80%）計息。已抵押銀行存款將於相關應付票據清償時解禁。

銀行結餘及已抵押銀行存款的減值評估詳情載於附註44(b)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

31. TRADE PAYABLES

31. 貿易應付賬款

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|------------------------------|----------------------------------|----------------------------------|
| Trade payables due to third parties | 應付第三方貿易應付賬款 | 409,871 | 439,540 |
| Trade payables due to related parties | 應付關聯方貿易應付賬款 | 40,259 | 45,581 |
| Trade payables due to third parties under supplier finance arrangement (Note) | 供應商融資安排下應付 第三方貿易應付賬款 (附註) | 159,110 | 67,369 |
| Trade payables due to related parties under supplier finance arrangement (Note) | 供應商融資安排下應付 關聯方貿易應付賬款 (附註) | 580 | 8,830 |
| | | 609,820 | 561,320 |

Note: These relate to trade payables in which the Group has issued bills to the relevant suppliers and related parties for future settlement trade payables. The Group continues to recognise these trade payables as the relevant banks are obliged to make payments only on due dates of the bills, under the same conditions as agreed with the suppliers and related parties without further extension.

附註： 該等賬款與本集團已向相關供應商及關聯方開具票據以用於未來結算貿易應付賬款的貿易應付賬款有關。本集團繼續確認該等貿易應付賬款，因為有關銀行須按與供應商及關聯方協定的相同條件，僅在票據到期日付款，而不會進一步延期。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

31. TRADE PAYABLES (continued)

31. 貿易應付賬款 (續)

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|----------------------------|----------------------------------|----------------------------------|
| Trade payables due to related parties | 應付關聯方貿易應付賬款 | | |
| - Subsidiaries of the entity with significant influence over the Company | - 對本公司有重大影響的實體的附屬公司 | 14,821 | 23,443 |
| - Associates | - 聯營公司 | 25,438 | 21,805 |
| - Entity with significant influence over the Company | - 對本公司有重大影響的實體 | - | 333 |
| | | 40,259 | 45,581 |
| Trade payables due to related parties under supplier finance arrangement | 供應商融資安排下應付關聯方貿易應付賬款 | | |
| - Subsidiaries of the entity with significant influence over the Company | - 對本公司有重大影響的實體的附屬公司 | 580 | 8,830 |

The followings is an aged analysis of trade payables presented based on the transaction date.

下表載列基於交易日期的貿易應付賬款賬齡分析。

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|-----------------|--------|----------------------------------|----------------------------------|
| Within 3 months | 3個月內 | 428,538 | 479,996 |
| 4 to 6 months | 4至6個月 | 11,085 | 2,038 |
| 7 to 12 months | 7至12個月 | 1,272 | 1,177 |
| 1 to 2 years | 1年至2年 | 7,415 | 500 |
| Over 2 years | 2年以上 | 1,820 | 1,410 |
| | | 450,130 | 485,121 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

31. TRADE PAYABLES (continued)

The followings is an aged analysis of trade payables under supplier finance arrangement presented based on the bills issuance date.

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|-----------------|-------|----------------------------------|----------------------------------|
| Within 3 months | 3個月內 | 118,693 | 63,515 |
| 4 to 6 months | 4至6個月 | 40,997 | 12,684 |
| | | 159,690 | 76,199 |

The average credit period on purchase of goods is 30 to 180 days (2020: 30 to 180 days).

31. 貿易應付賬款 (續)

下表載列基於票據發行日期的供應商融資安排下貿易應付賬款賬齡分析。

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|-----------------|-------|----------------------------------|----------------------------------|
| Within 3 months | 3個月內 | 118,693 | 63,515 |
| 4 to 6 months | 4至6個月 | 40,997 | 12,684 |
| | | 159,690 | 76,199 |

購買貨物的平均信貸期為30至180天 (2020年：30至180天)。

32. OTHER PAYABLES AND ACCRUALS

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|-----------------------|----------------------------------|----------------------------------|
| Other payables and accruals | 其他應付賬款及應計費用 | 236,874 | 236,131 |
| Dividend payable | 應付股息 | 3,452 | 3,672 |
| Refund liabilities | 退款負債 | 10,555 | 908 |
| Other payables due to related parties | 其他應付關聯方賬款 | 3,420 | 11,840 |
| | | 254,301 | 252,551 |
| Other payables due to related parties | 其他應付關聯方賬款 | | |
| – Associates | – 聯營公司 | 1,164 | 9,693 |
| – Subsidiaries of the entity with significant influence over the Company | – 對本公司有重大影響的實體的附屬公司 | 2,256 | 2,136 |
| – Entities controlled by a director and non-controlling shareholder of Zhejiang NVC | – 浙江雷士的董事及非控制性股東控制的實體 | – | 11 |
| | | 3,420 | 11,840 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

33. CONTRACT LIABILITIES

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|----------------|------|----------------------------------|----------------------------------|
| Sales of goods | 銷售貨品 | 34,205 | 47,028 |

As at 1 January 2020, contract liabilities amounted to RMB32,059,000.

The contract liabilities were expected to be recognised as revenue in the next 12 months. As permitted under IFRS 15, the transaction price allocated to the unsatisfied contract which has an original expected duration of one year or less is not disclosed.

The following table shows how much of the revenue recognised relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|------------------|----------------------------------|----------------------------------|
| Revenue recognised that was included in contract liability balance at the beginning of the year | 年初計入合同負債結餘的已確認收入 | | |
| – Sales of goods | – 銷售貨品 | 47,028 | 32,059 |

34. DEFERRED TAX ASSETS/LIABILITIES

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purpose:

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--------------------------|--------|----------------------------------|----------------------------------|
| Deferred tax assets | 遞延稅項資產 | 10,043 | 11,069 |
| Deferred tax liabilities | 遞延稅項負債 | (59,703) | (58,199) |
| | | (49,660) | (47,130) |

33. 合同負債

| | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|----------------|----------------------------------|----------------------------------|
| Sales of goods | 34,205 | 47,028 |

於2020年1月1日，合同負債為人民幣32,059千元。

預期合同負債將在未來12個月內確認為收入。根據國際財務報告準則第15號的許可，分配予未完成合約（原預期期限為一年或更短）的交易價格未予披露。

下表顯示了確認的收入與結轉合同負債的有關程度以及與以前期間已履行的履約義務的有關程度。

| | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|----------------------------------|----------------------------------|
| Revenue recognised that was included in contract liability balance at the beginning of the year | | |
| – Sales of goods | 47,028 | 32,059 |

34. 遞延稅項資產／負債

就於綜合財務狀況表中的呈列而言，若干遞延稅項資產及負債已經抵銷。以下為就財務報告而言的遞延稅項結餘分析：

| | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--------------------------|----------------------------------|----------------------------------|
| Deferred tax assets | 10,043 | 11,069 |
| Deferred tax liabilities | (59,703) | (58,199) |
| | (49,660) | (47,130) |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

34. DEFERRED TAX ASSETS/LIABILITIES (continued)

The following are the major deferred tax (liabilities) assets recognised and movements thereon during the current and prior years:

34. 遞延稅項資產／負債 (續)

以下為於本年度及過往年度確認的主要遞延稅項(負債)資產以及其變動:

| | | Fair value adjustments arising from business combinations | Deductible temporary differences | Fair value change of financial assets at FVTOCI | Fair value change of financial assets at FVTPL | Taxable temporary difference arising from relocation | Total |
|---|-----------------|---|----------------------------------|---|--|--|-----------------|
| | | 企業合併引致的公允價值調整 | 可扣減暫時差額 | 按公允價值計入其他全面收入的金融資產公允價值變動 | 按公允價值計入損益的金融資產公允價值變動 | 搬遷引致之應課稅暫時差額 | 合計 |
| | | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 |
| At 1 January 2020 | 於2020年1月1日 | (55,551) | 23,873 | (900) | - | (13,609) | (46,187) |
| Deferred tax charged (credit) to profit or loss | 於損益中扣除(計入)的遞延稅項 | 5,269 | (7,580) | 900 | - | 468 | (943) |
| At 31 December 2020 | 於2020年12月31日 | (50,282) | 16,293 | - | - | (13,141) | (47,130) |
| Deferred tax charged (credit) to profit or loss | 於損益中扣除(計入)的遞延稅項 | 5,269 | (6,220) | - | (2,047) | 468 | (2,530) |
| At 31 December 2021 | 於2021年12月31日 | (45,013) | 10,073 | - | (2,047) | (12,673) | (49,660) |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

34. DEFERRED TAX ASSETS/LIABILITIES (continued)

The Group has accumulated tax losses of RMB51,401,000 as at 31 December 2021 (2020: RMB58,797,000) that are available indefinitely for offsetting against future taxable profits of the respective group companies in which the losses arose. In addition, the Group has accumulated tax losses of RMB28,228,000 (2020: RMB4,211,000) and RMB76,269,000 (2020: RMB46,483,000) as at 31 December 2021, which will expire in one to five years and in one to ten years for offsetting against taxable future profits, respectively.

Deferred tax asset in respect of accumulated tax losses of RMB1,026,000 recognised in the consolidated financial statements as at 31 December 2020 has been utilised during the current year. No deferred tax asset has been recognised in respect of the remaining tax losses of RMB155,898,000 (2020: RMB108,465,000) arising from the subsidiaries as it is not considered probable that taxable profits will be available in the foreseeable future against which the accumulated tax losses can be utilised.

At the end of the reporting period, the Group has deductible temporary differences of RMB350,582,000 (2020: RMB248,635,000). A deferred tax asset has been recognised in respect of approximately RMB50,365,000 (2020: RMB82,721,000) of such deductible temporary differences. No deferred tax asset has been recognised in respect of the remaining approximately RMB300,217,000 (2020: RMB165,914,000) as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to RMB471,232,000 (2020: RMB399,970,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

34. 遞延稅項資產／負債 (續)

於2021年12月31日，本集團的累計稅項虧損人民幣51,401千元（2020年：人民幣58,797千元），可無限期抵銷產生虧損之相關集團公司的未來應課稅利潤。此外，於2021年12月31日，本集團的累計稅項虧損人民幣28,228千元（2020年：人民幣4,211千元）及人民幣76,269千元（2020年：人民幣46,483千元），可分別於1至5年內及於1至10年內抵銷未來應課稅利潤。

於2020年12月31日在綜合財務報表中確認的累計稅項虧損人民幣1,026千元的遞延所得稅資產已於本年度使用。由於本集團認為於可預見未來該等可動用的累計稅項虧損不可用應課稅利潤抵銷，故尚未就該等附屬公司產生的餘下稅項虧損人民幣155,898千元（2020年：人民幣108,465千元）確認遞延稅項資產。

於報告期末，本集團的可扣減暫時差額為人民幣350,582千元（2020年：人民幣248,635千元）。該等可扣減暫時差額中約人民幣50,365千元（2020年：人民幣82,721千元）已確認遞延稅項資產。剩餘約人民幣300,217千元（2020年：人民幣165,914千元）未確認遞延稅項資產，因為未來不大可能有可以可扣減暫時差額抵銷的應納稅利潤。

根據中國企業所得稅法，自2008年1月1日起，就中國附屬公司賺取的利潤宣派的股息須徵收預扣稅。由於本集團有能力控制暫時差額的撥回時間，且在可預見的將來暫時差額很可能不會撥回，故未在綜合財務報表中就中國附屬公司的累計利潤應佔的暫時差額人民幣471,232千元（2020年：人民幣399,970千元）作出遞延稅項撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

35. BORROWINGS

35. 借款

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|--|----------------------------------|----------------------------------|
| Secured bank loans | 有抵押銀行貸款 | 39,450 | 29,458 |
| Unsecured bank loans | 無抵押銀行貸款 | 585 | 4,201 |
| | | 40,035 | 33,659 |
| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
| The carrying amounts of above borrowings that are repayable within one year and containing a repayment on demand clause (shown under current liabilities) | 上述借款應在一年內償還並包含 按需償還條款的賬面值 (在流動負債下顯示) | 40,035 | 30,043 |
| The carrying amount of above borrowings are repayable within a period of more than one year but not exceeding two years | 上述借款應在一年以上但不超過 兩年的期限內償還的賬面值 | - | 3,616 |
| | | 40,035 | 33,659 |



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

35. BORROWINGS (continued)

Borrowings comprise:

| | | Maturity date 到期日 | Contractual interest rate 合約利率 | Carrying amount 賬面值 | |
|---------------------------|--------------|---|--|----------------------------------|----------------------------------|
| | | | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
| Secured bank loans (Note) | 有抵押銀行貸款 (附註) | on demand 按要求即付 (2020: on demand) (2020年: 按要求即付) | Base*+1.90% p.a. 基本利率*+ 每年1.90% (2020: Base*+ 1.90% p.a.) (2020年: 基本利率*+ 每年1.90%) | 39,450 | 29,458 |
| Unsecured bank loans | 無抵押銀行貸款 | on demand 按要求即付 (2020: on demand) (2020年: 按要求即付) | 4.00% per month 每月4.00% (2020: 4.00% per month) (2020年: 每月4.00%) | 585 | 585 |
| Unsecured bank loans | 無抵押銀行貸款 | N/A 不適用 (2020: 04/05/2022) (2020年: 04/05/2022) | N/A 不適用 (2020: 1% p.a.) (2020年: 每年1%) | - | 3,616 |
| | | | | 40,035 | 33,659 |

Note: The secured bank loans represented facilities secured by the pledge of certain trade and bills receivables (Note 26), pledged bank deposits (Note 30) and buildings (Note 18). The loan is repayable upon the collection of the factored trade receivables.

During the current year, the Group early repaid the unsecured bank loans amounting to RMB3,616,000.

* "Base" refers to the Bank of England base rate.

35. 借款 (續)

借款包括：

| | | Maturity date 到期日 | Contractual interest rate 合約利率 | Carrying amount 賬面值 | |
|---------------------------|--------------|---|--|----------------------------------|----------------------------------|
| | | | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
| Secured bank loans (Note) | 有抵押銀行貸款 (附註) | on demand 按要求即付 (2020: on demand) (2020年: 按要求即付) | Base*+1.90% p.a. 基本利率*+ 每年1.90% (2020: Base*+ 1.90% p.a.) (2020年: 基本利率*+ 每年1.90%) | 39,450 | 29,458 |
| Unsecured bank loans | 無抵押銀行貸款 | on demand 按要求即付 (2020: on demand) (2020年: 按要求即付) | 4.00% per month 每月4.00% (2020: 4.00% per month) (2020年: 每月4.00%) | 585 | 585 |
| Unsecured bank loans | 無抵押銀行貸款 | N/A 不適用 (2020: 04/05/2022) (2020年: 04/05/2022) | N/A 不適用 (2020: 1% p.a.) (2020年: 每年1%) | - | 3,616 |
| | | | | 40,035 | 33,659 |

附註：有抵押銀行貸款指以若干貿易及票據應收賬款(附註26)、已抵押銀行存款(附註30)及樓宇(附註18)作抵押之融資。於收回已讓售的貿易應收賬款後，該筆貸款即須償還。

本年度，本集團提前償還無抵押銀行貸款人民幣3,616千元。

* 「基本利率」指英格蘭銀行的基本利率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

36. DEFERRED INCOME

36. 遞延收益

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|-----------------|----------------------------------|----------------------------------|
| Government grants related to property, plant and equipment | 物業、廠房及設備相關的政府補助 | 2,667 | 2,756 |
| Analysis as: | 分析如下： | | |
| – non-current | – 非流動 | 1,658 | 1,747 |
| – current | – 流動 | 1,009 | 1,009 |
| | | 2,667 | 2,756 |

As at 31 December 2021, the balance mainly represented government grants for development of LED products and other energy-saving lamp production lines. The government grants are credited to profit or loss over the estimated useful lives of the associated production lines.

於2021年12月31日，餘額主要為發展LED產品及其他節能燈生產線的政府補助。政府補助在相關生產線的預計可使用年限內計入損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

37. LEASE LIABILITIES

37. 租賃負債

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|-----------------------|----------------------------------|----------------------------------|
| Lease liabilities payable: | 應付租賃負債： | | |
| Within one year | 一年以內 | 14,890 | 17,628 |
| Within a period of more than one year but not exceeding two years | 一年以上但不超過兩年的期間內 | 9,409 | 11,275 |
| Within a period of more than two years but not exceeding five years | 兩年以上但不超過五年的期間內 | 14,633 | 18,402 |
| Within a period of more than five years | 超過五年的期間內 | 6,310 | 10,794 |
| | | 45,242 | 58,099 |
| Less: Amount due for settlement with 12 months shown under current liabilities | 減：流動負債下列示於12個月到期結算的款項 | (14,890) | (17,628) |
| Amount due for settlement after 12 months shown under non-current liabilities | 於非流動負債項下列示12個月後結算款項 | 30,352 | 40,471 |

The incremental borrowing rates applied to lease liabilities range from 5.8% to 9.4% (2020: 5.8% to 8.4%).

租賃負債中採用的增量借款利率介乎5.8%至9.4%（2020年：5.8%至8.4%）。

Lease obligations that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

以相關集團實體功能貨幣以外的貨幣計值的租賃責任載列如下：

| | | HK\$ 港元 RMB'000 千人民幣 | USD 美元 RMB'000 千人民幣 | Other currencies 其他貨幣 RMB'000 千人民幣 |
|------------------------|--------------|-------------------------------|------------------------------|--|
| As at 31 December 2021 | 於2021年12月31日 | 1,700 | 9,479 | 12,581 |
| As at 31 December 2020 | 於2020年12月31日 | 3,058 | 12,241 | 19,114 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

38. SHARE CAPITAL

38. 股本

| | | Number of shares 股份數目 | | Share capital 股本 | |
|---|-------------------------|-----------------------------|-----------------------------|------------------------------|------------------------------|
| | | 2021 2021年 '000 千股 | 2020 2020年 '000 千股 | 2021 2021年 RMB 人民幣元 | 2020 2020年 RMB 人民幣元 |
| Ordinary share of US\$0.0000001 each | 每股面值0.0000001美元的 普通股 | | | | |
| Authorised: | 法定： | | | | |
| At beginning and end of year | 於年初及年末 | 500,000,000 | 500,000,000 | 341,385 | 341,385 |
| Issued and fully paid | 已發行及已繳足 | | | | |
| At beginning of year | 於年初 | 4,227,281 | 4,227,281 | 3,074 | 3,074 |
| At end of year | 於年末 | 4,227,281 | 4,227,281 | 3,074 | 3,074 |

39. CAPITAL AND OTHER COMMITMENTS

39. 資本及其他承諾

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|------------------------|----------------------------------|----------------------------------|
| Amounts contracted for but not provided in the consolidated financial statements: | 已訂約但未於綜合財務報表 撥備的金額： | | |
| Commitments to acquire property, plant and equipment | 承諾收購物業、廠房及設備 | 27,327 | 13,514 |
| Commitments to acquire interests in associates | 承諾收購於聯營公司的權益 | 15,000 | 15,000 |
| Commitments to acquire interest in investments | 承諾收購於投資中的權益 | - | 500 |
| Commitments to acquire interest in a subsidiary | 承諾收購於一家附屬公司的 權益 | - | 322 |
| | | 42,327 | 29,336 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

40. 本公司主要附屬公司詳情

於報告期末，本公司直接及間接持有的附屬公司詳情載列如下：

| Company name 公司名稱 | Place of incorporation/ registration and business 註冊成立/ 註冊及 營運地點 | Issued and fully paid share capital/ registered and paid-up capital 已發行及 已繳足股本/ 註冊及實繳資本 | Effective equity interest attributable to the Group | | | | Principal activities 主要業務 |
|--|--|--|--|---------------|------------------|---------------|---|
| | | | 本集團應佔有效股權 | | 本集團應佔有效股權 | | |
| | | | directly 直接 | 2020 2020年 | indirectly 間接 | 2020 2020年 | |
| | | | 2021 2021年 | 2021 2021年 | 2020 2020年 | | |
| Zhejiang NVC Lamps Co., Ltd.** ("Zhejiang NVC") 浙江雷士燈具有限公司** (「浙江雷士」) | The PRC 中國 | RMB20,000,000 人民幣 20,000,000元 | - | - | 51% | 51% | Manufacture and sale of lamps and related products 製造及銷售光源及相關產品 |
| Zhejiang Jiangshan Sunny Electron Co., Ltd.** 浙江江山三友電子有限公司** | The PRC 中國 | RMB10,000,000 人民幣 10,000,000元 | - | - | 100% | 100% | Manufacture and sale of light tubes for energy-saving lamps and related products 製造及銷售節能燈燈管及相關產品 |
| Jiangshan Phoebus Lighting Electron Co., Ltd.* 江山菲普斯照明有限公司* | The PRC 中國 | US\$7,000,000 7,000,000美元 | - | - | 100% | 100% | Manufacture and sale of light tubes for energy-saving lamps and related products 製造及銷售節能燈燈管及相關產品 |
| Shanghai Arcata* 上海阿卡得* | The PRC 中國 | US\$10,000,000 10,000,000美元 | - | - | 100% | 100% | Manufacture and sale of lamp transformers and other lighting electronic products 製造及銷售燈用鎮流器及其他照明電器 |
| World Through Investments Limited 世通投資有限公司 | BVI 英屬維爾京群島 | US\$50,000 50,000美元 | 100% | 100% | - | - | Investment holding 投資控股 |
| NVC Lighting Limited NVC Lighting Limited | England and Wales/the UK 英格蘭及威爾士 /英國 | GBP5,000,000 5,000,000英鎊 | 100% | 100% | - | - | Trading of lamps, luminaries and other lighting products 買賣光源、燈具及其他照明產品 |
| NVC Lighting International Limited 雷士照明國際有限公司 | Hong Kong 香港 | HK\$200,000 200,000港元 | 100% | 100% | - | - | Trading of lamps, luminaries and other lighting products 買賣光源、燈具及其他照明產品 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

40. 本公司主要附屬公司詳情 (續)

| Company name 公司名稱 | Place of incorporation/ registration/ and business 註冊成立/ 註冊及 營運地點 | Issued and fully paid share capital/ registered and paid-up capital 已發行及 已繳足股本/ 註冊及實繳資本 | Effective equity interest attributable to the Group | | | | Principal activities 主要業務 |
|---|--|--|--|---------------|------------------|---------------|--|
| | | | 本集團應佔有效股權 | | | | |
| | | | directly 直接 | 2020 2020年 | indirectly 間接 | 2020 2020年 | |
| | | | 2021 2021年 | 2021 2021年 | | | |
| NVC International Development Limited 香港怡迅國際發展有限公司 | Hong Kong 香港 | HK\$1 1港元 | - | - | 100% | 100% | Investment holding 投資控股 |
| NVC Lighting (Brazil) Commercial Import and Export Co., Ltd. ("NVC Brazil") 巴西雷士照明貿易進出口有限公司 ("巴西雷士") | Brazil 巴西 | R\$7,000,000 7,000,000里拉 | - | - | 51% | 51% | Trading of lamps, luminaries and other lighting products 買賣光源、燈具及其他照明產品 |
| LED Holdings Limited 耀能控股有限公司 | Hong Kong 香港 | HK\$100,000 100,000港元 | - | - | 100% | 100% | Investment holding, R&D on LED semiconductor technology and related applications 投資控股，研究及開發LED半導體技術及相關應用 |
| Zhuhai NVC Youpin Industrial Co., Ltd.** 珠海雷士優品實業有限公司** | The PRC 中國 | RMB10,000,000 人民幣 10,000,000元 | - | - | 100% | 100% | Research, development and sale of luminaries and solar modules 研發及銷售燈具及太陽能組件 |
| Arcata (Yangzhou) Electronics Co., Ltd.** 阿卡得(揚州)電子有限公司** | The PRC 中國 | RMB5,000,000 人民幣5,000,000元 | - | - | 100% | 100% | Manufacture, processing, sales and technical consultation of electronic components and digital audio and video codec equipment 製造、加工、銷售及提供電子元件、數字音視頻編解碼器的技術諮詢 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

40. 本公司主要附屬公司詳情 (續)

| Company name 公司名稱 | Place of incorporation/ registration and business 註冊成立/ 註冊及 營運地點 | Issued and fully paid share capital/ registered and paid-up capital 已發行及 已繳足股本/ 註冊及實繳資本 | Effective equity interest attributable to the Group | | | | Principal activities 主要業務 |
|--|--|--|--|---------------|------------------|---------------|---|
| | | | 本集團應佔有效股權 | | | | |
| | | | directly 直接 | 2020 2020年 | indirectly 間接 | 2020 2020年 | |
| | | | 2021 2021年 | 2020 2020年 | 2021 2021年 | 2020 2020年 | |
| Shenzhen Leiyun Optoelectronics Technology Co., Ltd.** | The PRC | RMB10,000,000 | - | - | 100% | 100% | Installation of intelligent control systems, lighting systems, intelligent lighting products, lamps, smart door locks. Research, development, manufacture and sales of parts, low-voltage electrical appliances, anti-theft alarms, fire emergency equipment, lightning protection equipment products |
| 深圳雷雲光電科技有限公司** | 中國 | 人民幣 10,000,000元 | | | | | 安裝智能控制系統、照明系統、智能照明產品、光源及智能門鎖、研發、製造及銷售配件、低壓電器、防盜報警器、消防應急設備及防雷設備產品 |
| HKSSL | Hong Kong | USD15,000,000 | 100% | 100% | - | - | Trading of lighting products and investment holding |
| 香港怡達 | 香港 | 15,000,000美元 | | | | | 買賣照明產品及投資控股 |
| ETI Solid State. Lighting Inc. | The United States | USD25,000 | - | - | 100% | 100% | Trading LED lighting products and LED fixtures |
| ETI Solid State. Lighting Inc. | 美國 | 25,000美元 | | | | | 買賣LED照明產品及LED外殼 |
| ETI Solid State Lighting (Wuhu) Ltd.* | The PRC | USD15,000,000 | - | - | 100% | 100% | Research, development, manufacturing and trading of LED lighting products |
| 怡迅(蕪湖)光電科技有限公司* | 中國 | 15,000,000美元 | | | | | 研發、製造及買賣LED照明產品 |
| ETI Solid State Lighting (Zhuhai) Limited** | The PRC | RMB130,000,000 | - | - | 100% | 100% | Research, development, manufacturing and trading of LED lighting products |
| 怡迅(珠海)光電科技有限公司** | 中國 | 人民幣 130,000,000元 | | | | | 研發、製造及買賣LED照明產品 |
| NVC Lighting Japan K.K. | Japan | Japanese Yen 300,010,000 | - | - | 100% | 100% | Manufacturing and trading of LED lighting products |
| NVC Lighting Japan K.K. | 日本 | 300,010,000日圓 | | | | | 製造及買賣LED照明產品 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

40. 本公司主要附屬公司詳情 (續)

| Company name 公司名稱 | Place of incorporation/ registration and business 註冊成立/ 註冊及 營運地點 | Issued and fully paid share capital/ registered and paid-up capital 已發行及 已繳足股本/ 註冊及實繳資本 | Effective equity interest attributable to the Group 本集團應佔有效股權 | | | | Principal activities 主要業務 |
|--|---|---|---|---------------|------------------|---------------|---|
| | | | directly 直接 | | indirectly 間接 | | |
| | | | 2021 2021年 | 2020 2020年 | 2021 2021年 | 2020 2020年 | |
| Yidong (Zhuhai) Technology Co., Ltd.** 怡東(珠海)科技有限公司** | The PRC 中國 | RMB1,000,000 人民幣1,000,000元 | - | - | 100% | 100% | Trading LED lighting products 買賣LED照明產品 |
| NVC Technologies Canada Ltd. NVC Technologies Canada Ltd. | Canada 加拿大 | - - | - | - | 100% | 100% | Investment holding 投資控股 |
| NVC Global Solutions Limited 雷士國際(香港)有限公司 | Hong Kong 香港 | HK\$100,000 100,000港元 | 100% | 100% | - | - | Investment holding 投資控股 |
| Yixun (Huizhou) Lighting Technology Co., Ltd.* 怡迅(惠州)光電科技有限公司* | The PRC 中國 | RMB5,000,000 人民幣5,000,000元 | - | - | 100% | 100% | Research, development, sale and distribution of lighting products 研發、銷售及分銷照明產品 |
| Shenzhen Bao Cheng E-Commerce Co., Ltd.** 深圳市寶承電子商務有限公司** | The PRC 中國 | RMB1,000,000 人民幣1,000,000元 | - | - | 100% | 100% | Sale and distribution of lighting products through e-commerce platforms and distribution channels 透過電子商貿平台及分銷渠道銷售及分銷照明產品 |
| NVC Lighting & Electrical Technology Singapore Pte. Ltd. 新加坡雷士照明電氣技術有限公司 | Singapore 新加坡 | Singapore Dollars 100 100新幣 | - | - | 100% | 100% | Sale and distribution of lighting products, management consultancy services 銷售及分銷照明產品、管理諮詢服務 |
| Crawford Global Limited 卡富環球有限公司 | Hong Kong 香港 | HK\$10,000 10,000港元 | 100% | 100% | - | - | Investment holding 投資控股 |
| NVC Vietnam Technology and Lighting Company Limited NVC Vietnam Technology and Lighting Company Limited | Vietnam 越南 | USD8,000 (approximately Vietnamese Dong ("VND") 186,400,000,000) 8,000美元(約 186,400,000,000 越南盾(「越南盾」)) | - | - | 100% | 100% | Manufacture of electric lighting equipment 製造電子照明設備 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

40. 本公司主要附屬公司詳情 (續)

| Company name 公司名稱 | Place of incorporation/ registration and business 註冊成立/ 註冊及 營運地點 | Issued and fully paid share capital/ registered and paid-up capital 已發行及 已繳足股本/ 註冊及實繳資本 | Effective equity interest attributable to the Group 本集團應佔有效股權 | | | | Principal activities 主要業務 |
|---|---|--|---|---------------|------------------|---------------|---|
| | | | directly 直接 | | indirectly 間接 | | |
| | | | 2021 2021年 | 2020 2020年 | 2021 2021年 | 2020 2020年 | |
| NVC International Vietnam Company Limited | Vietnam | USD20,000 (approximately VND 462,800,000,000) | - | - | 100% | 100% | Manufacture of electric lighting equipment |
| NVC International Vietnam Company Limited | 越南 | 20,000美元(約 462,800,000,000 越南盾) | | | | | 製造電子照明設備 |
| NVC International Investment (BVI) Limited | BVI | USD10,000 | 100% | 100% | - | - | Investment holding |
| NVC International Investment (BVI) Limited | 英屬維爾京群島 | 10,000美元 | | | | | 投資控股 |
| Bengbu Leiting Electronic Business Co., Ltd** | The PRC | RMB1,000,000 | - | - | N/A | 100% | Sale and distribution of lighting products through e-commerce platforms and distribution channels |
| 蚌埠雷霆電子商務有限公司** | 中國 | 人民幣1,000,000元 | | | 不適用 | | 透過電子商貿平台及分銷渠道銷售及分銷照明產品 |
| NVC Lighting AB | Sweden | Swedish Kronor 30,000 | - | - | 60% | 60% | Sale and distribution of lighting products |
| NVC Lighting AB | 瑞典 | 30,000瑞典克朗 | | | | | 銷售及分銷照明產品 |
| NVC Lighting Finland Oy | Finland | Euro15,000 | - | - | 75% | 75% | Sale and distribution of lighting products |
| NVC Lighting Finland Oy | 芬蘭 | 15,000歐元 | | | | | 銷售及分銷照明產品 |
| NVC DK A/S† | Denmark | Danish Krone ("DKK") 500,000 | - | - | 100% | N/A | Sale and distribution of lighting products |
| NVC DK A/S† | 丹麥 | 500,000丹麥克朗 (「丹麥克朗」) | | | | 不適用 | 銷售及分銷照明產品 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

- * These companies were wholly-foreign-owned companies in the PRC.
- ** These companies were limited liability companies in the PRC.
- # The Company was acquired during the year ended 31 December 2021, details was set out in Note 45.
- ## The Company was de-registered during the year ended 31 December 2021.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of both years.

40. 本公司主要附屬公司詳情 (續)

- * 該等公司是在中國的外商獨資公司。
- ** 該等公司是在中國的有限責任公司。
- # 該公司於截至2021年12月31日止年度被收購，詳情載於附註45。
- ## 該公司於截至2021年12月31日止年度註銷。

上表列出本公司董事認為主要影響本集團的業績或資產之本公司附屬公司。本公司董事認為列出其他附屬公司詳情，會令名單篇幅變得冗長。

於年末，概無附屬公司發行任何債務證券。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Details of non-wholly-owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

| Name of subsidiaries 附屬公司名稱 | Place of incorporation and principal place of business 註冊成立地點及主要營業地點 | Proportion of ownership interests and voting rights held by non-controlling interests 非控制性權益所持所有權及投票權比例 | | Profit (loss) allocated to non-controlling interests 分配至非控制性權益的利潤(虧損) | | Accumulated non-controlling interests 累計非控制性權益 | |
|---|---|--|---------------|--|----------------------------------|---|----------------------------------|
| | | 2021 2021年 | 2020 2020年 | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
| Zhejiang NVC 浙江雷士 | The PRC 中國 | 49% | 49% | 26,435 | 35,053 | 100,245 | 103,210 |
| Individual immaterial subsidiaries with non-controlling interests | 擁有非控制性權益的單一非主要附屬公司 | | | 1,217 | (3,307) | (10,927) | (12,932) |
| | | | | 27,652 | 31,746 | 89,318 | 90,278 |

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

40. 本公司主要附屬公司詳情 (續)

擁有重大非控制性權益的非全資附屬公司詳情

下表列示擁有重大非控制性權益的本集團非全資附屬公司：

有關本集團擁有重大非控制性權益的各附屬公司的財務資料概要載列如下。以下財務資料概要代表集團內部抵銷前的金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Zhejiang NVC

40. 本公司主要附屬公司詳情 (續)

浙江雷士

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---|------------------------|----------------------------------|----------------------------------|
| Current assets | 流動資產 | 453,990 | 365,401 |
| Non-current assets | 非流動資產 | 71,389 | 81,871 |
| Current liabilities | 流動負債 | (320,178) | (236,641) |
| Non-current liabilities | 非流動負債 | (619) | - |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | 104,337 | 107,421 |
| Non-controlling interests of Zhejiang NVC | 浙江雷士的非控制性權益 | 100,245 | 103,210 |
| Revenue | 收入 | 797,471 | 754,068 |
| Expenses | 開支 | (743,523) | (682,532) |
| Profit and total comprehensive income for the year | 本年利潤及全面收入合計 | 53,948 | 71,536 |
| Profit and total comprehensive income attributable to owners of the Company | 本公司擁有人應佔利潤及全面收入合計 | 27,513 | 36,483 |
| Profit and total comprehensive income attributable to the non-controlling interests of Zhejiang NVC | 浙江雷士的非控制性權益應佔利潤及全面收入合計 | 26,435 | 35,053 |
| Profit for the year | 本年利潤 | 53,948 | 71,536 |
| Dividends paid to non-controlling interests of Zhejiang NVC | 已向浙江雷士的非控制性權益派發股息 | 29,400 | 14,700 |
| Net cash inflow from operating activities | 經營活動產生現金流入淨額 | 34,242 | 109,434 |
| Net cash outflow from investing activities | 投資活動產生現金流出淨額 | (8,718) | (25,794) |
| Net cash outflow from financing activities | 融資活動產生現金流出淨額 | (60,000) | (30,140) |
| Net cash (outflow) inflow | 現金(流出)流入淨額 | (34,476) | 53,500 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

41. RELATED PARTY TRANSACTIONS

- (a) Other than as disclosed elsewhere in these consolidated financial statements, the Group has following transactions with related parties:

| Relationships 關係 | Nature of transactions 交易性質 | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|--------------------------------------|----------------------------------|----------------------------------|
| Subsidiaries of the entity with significant influence over the Group: | | | |
| 對本集團具有重大影響的實體的 附屬公司： | | | |
| | Trade sales 銷售 | 4,771 | 4,344 |
| | Purchase 購買 | 75,815 | 78,502 |
| | Rental income 租金收入 | 1,228 | 978 |
| | Other expenses 其他開支 | 11 | 209 |
| | Rental expenses 租金開支 | 74 | 471 |
| Associates of the Group: | | | |
| 本集團的聯營公司： | | | |
| | Trade sales 銷售 | 4,735 | 8,191 |
| | Purchase 購買 | 29,898 | 47,684 |
| | Consultancy service income 諮詢服務收入 | 6,447 | 6,894 |
| | Rental income 租金收入 | - | 2,283 |
| | Trademark license income 商標許可收入 | 9,494 | 4,834 |

- (b) Compensation of key management personnel of the Group

41. 關聯方交易

- (a) 除該等綜合財務報表其他地方披露者外，本集團與關聯方擁有以下交易：

- (b) 本集團主要管理人員的薪酬

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|------------------------------|--------|----------------------------------|----------------------------------|
| Short-term employee benefits | 短期僱員福利 | 28,061 | 32,388 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

42. PLEDGE OF ASSETS

The Group's borrowings had been secured by the pledge of the Group's assets and the carrying amounts of the respective assets are as follows:

| | | NOTES 附註 | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|-------------------------------|----------|-------------|----------------------------------|----------------------------------|
| Property, plant and equipment | 物業、廠房及設備 | 18 | – | 41,840 |
| Trade receivables | 貿易應收賬款 | 26 | 163,300 | 29,458 |
| Pledged bank deposits | 已抵押銀行存款 | 30 | 83,272 | 75,671 |
| | | | 246,572 | 146,969 |

As at 31 December 2020, right-of-use assets related to leasehold land with aggregate carrying amounts of RMB17,408,000 were pledged for an associate's bank loan facilities (Note 19).

42. 抵押資產

本集團的借款以本集團的資產作抵押，相關資產的賬面值如下：

於2020年12月31日，總賬面值為人民幣17,408千元與租賃土地相關的使用權資產已就一家聯營公司的銀行貸款融資予以抵押(附註19)。

43. CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year. The capital structure of the Group consists of borrowings and lease liabilities disclosed in Notes 35 and 37 respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, retained profits and other reserves.

The management reviews the capital structure on a semi-annual basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

43. 資本管理

本集團之資本管理旨在確保本集團旗下實體將能持續經營，同時透過優化債務及股本結餘為股東爭取最高回報。本集團之整體策略較過往年度維持不變。本集團資本結構包括分別於附註35及37披露的借款及租賃負債，扣除現金及現金等價物及本公司擁有人應佔權益(包括已發行股本、留存利潤及其他儲備)。

管理層每半年審閱一次資本架構。作為此審閱的一部分，管理層會考慮資本的成本及各類資本附帶的風險。基於管理層提供之建議，本集團將通過派發股息、發行新股份、股份回購及發行新債務或贖回現有債務平衡其整體資本架構。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|------------------------------------|------------------------|----------------------------------|----------------------------------|
| Financial assets | 金融資產 | | |
| Mandatorily measured at FVTPL | 強制按公允價值計入損益計量 | | |
| – Held-for-trading | – 持作交易 | 41,127 | 25,251 |
| Financial assets at amortised cost | 按攤銷成本計量的金融資產 | 1,586,167 | 1,849,956 |
| Equity instruments at FVTOCI | 按公允價值計入其他全面收入的 權益工具 | 14,788 | 14,000 |
| Financial liability | 金融負債 | | |
| Amortised cost | 攤銷成本 | 797,290 | 824,742 |

44. 金融工具

(a) 金融工具類別

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, deposits, other receivables, pledged bank deposits, bank balances and cash, trade payables, other payables and borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner. The policies to mitigate these risks are set out below.

Market risk

There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk during both years.

(b) 財務風險管理目標及政策

本集團的主要金融工具包括貿易應收賬款、保證金、其他應收賬款、已抵押銀行存款、銀行結餘及現金、貿易應付賬款、其他應付賬款及借款。此等金融工具詳情披露於各自的附註。與該等金融工具有關的風險包括市場風險（貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險。關於如何減緩該等風險的政策載於下文。管理層管理及監控此等風險以確保及時有效施行適當措施。減緩該等風險的政策載列如下。

市場風險

本集團於兩個年度面臨的市場風險或其管理及衡量風險的方式並無變化。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Currency risk

Several subsidiaries of the Company have foreign currency sales and purchases, bank balances and borrowings which expose the Group to foreign currency risk. They are mainly denominated in RMB and USD. The Group is mainly exposed to foreign exchange rate risk arising from transactions that are denominated in currencies other than the functional currency of the group entities.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

| | | Liabilities 負債 | | Assets 資產 | |
|-----|-----|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
| RMB | 人民幣 | 7,621 | 46,638 | 158,359 | 1,843 |
| USD | 美元 | 18,713 | 43,165 | 198,113 | 315,625 |

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

貨幣風險

本公司若干附屬公司有外幣買賣、銀行結餘及借款，令本集團面對外幣風險。該等項目主要以人民幣及美元計值。本集團主要面對以集團實體功能貨幣以外貨幣計值的交易所產生的外匯匯率風險。

於報告期末，本集團以外幣計值之貨幣資產及貨幣負債之賬面值如下：

本集團目前並無外匯對沖政策。然而，本集團管理層監察外匯風險，並將於有需要時考慮對沖重大外匯風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Currency risk (continued)

Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2020: 5%) increase and decrease in the functional currencies of the group entities against the relevant foreign currencies of respective group entities. 5% (2020: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2020: 5%) change in foreign currency rates. A positive number below indicates an increase in profit for the year (2020: decrease in loss for the year) and other equity where RMB strengthen 5% (2020: 5%) against the relevant currency. For a 5% (2020: 5%) weakening of RMB against the relevant currency, there would be an equal and opposite impact on the profit for the year (2020: loss for the year) and the amounts below would be negative.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

貨幣風險 (續)

敏感度分析

下表詳述本集團對集團實體功能貨幣兌各集團實體相關外幣升值及貶值5% (2020年: 5%) 之敏感度。5% (2020年: 5%) 乃向主要管理人員作外幣風險內部報告時採用之敏感度比率, 反映管理層對外匯匯率之可能合理變動之評估。敏感度分析僅包括尚未清償之外幣計值之貨幣項目, 並於報告期末按5% (2020年: 5%) 之匯率變動對換算進行調整。下表之正值反映倘人民幣兌相關貨幣升值5% (2020年: 5%), 本年利潤及其他權益增加 (2020年: 年度虧損減少)。倘人民幣兌相關貨幣貶值5% (2020年: 5%), 對本年利潤 (2020年: 年度虧損) 構成相等且相反的影響且以下金額將為負值。

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|----------------|-----|----------------------------------|----------------------------------|
| Profit or loss | 損益 | | |
| RMB | 人民幣 | 6,030 | (1,792) |
| USD | 美元 | 7,176 | 10,898 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Currency risk (continued)

Sensitivity analysis (continued)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the relevant years.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to pledged bank deposits (see Note 30), fixed-rate bank borrowings (see Note 35 for details of these borrowings) and lease liabilities (see Note 37 for details). The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank borrowings (see Note 35 for details). The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on borrowings. The Group aims at keeping borrowings at variable rates. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

Total interest income from financial assets that are measured at amortised cost is as follows:

| | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|----------------------------------|----------------------------------|
| Interest income Financial assets at amortised cost | 9,587 | 7,549 |
| 利息收入 按攤銷成本計量的金融資產 | | |

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

貨幣風險 (續)

敏感度分析 (續)

管理層認為，年末風險不能反映相關年度的風險，故敏感度分析對固有外匯風險並無代表性。

利率風險

本集團面臨與已抵押銀行存款（見附註30）、固定利率銀行借款（該等借款的詳情見附註35）及租賃負債（詳情見附註37）有關的公允價值利率風險。本集團亦面臨與浮息銀行借款（詳情見附註35）有關的現金流量利率風險。本集團的現金流量利率風險主要集中於借款利率的波動。本集團的目標是保持借貸浮息。本集團根據利率水平及展望評估任何利率變動產生的潛在影響，以管理其利率風險。管理層將評估定息及浮息借款的比例，並確保彼等處於合理範圍內。

按攤銷成本計量的金融資產的利息收入總額如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Interest rate risk (continued)

Interest expense on financial liabilities not at FVTPL:

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|--------------|----------------------------------|----------------------------------|
| Interest expense | 利息開支 | | |
| Financial liabilities at amortised cost | 按攤銷成本計量的金融負債 | 905 | 635 |

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis point (2020: 50 basis points) increase or decrease in variable-rate bank borrowings represents management's assessment of the reasonably possible change in interest rates. Bank balances are excluded from sensitivity analysis as the management considers that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

If interest rates had been 50 basis points (2020: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2021 would increase/decrease by RMB158,000 (2020: post-tax loss would increase/decrease by RMB119,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings.

The Group's sensitivity to interest rates has increased during the current year mainly due to the increase in variable rate borrowing.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

利率風險 (續)

並非按公允價值計入損益的金融負債的利息開支：

敏感度分析

下述敏感度分析根據報告期末的利率風險釐定。該分析假設於報告期末未償還的金融工具全年均未償還。浮息銀行借款的利率上升或下降50個基點(2020年：50個基點)，代表管理層對利率合理可能變動的評估。由於管理層認為浮息銀行結餘產生的現金流量利率風險並不重大，故銀行結餘不包括在敏感度分析內。

倘利率上升/下降50個基點(2020年：50個基點)，而所有其他變量維持不變，則本集團截至2021年12月31日止年度的除稅後利潤將增加/減少人民幣158千元(2020年：除稅後虧損將增加/減少人民幣119千元)。此主要由於本集團承受其浮息銀行借款的利率風險所致。

於本年度，本集團對利率的敏感度增加，主要由於浮息借款增加所致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Other price risk

The Group is exposed to equity price risk through its investments in equity securities measured at FVTPL and FVTOCI. For equity securities measured at FVTPL listed in the PRC, the management of the Group manages this exposure by maintaining a portfolio of investments with different risks. In addition, the Group also invested in certain quoted equity securities National Equities Exchange and Quotations for long term strategic purposes which had been designated as FVTOCI. The Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analyses have been determined based on the exposure to equity price risk at the reporting date.

If the prices of the respective equity instruments had been 5% (2020: 5%) higher/lower, the post-tax profit for the year ended 31 December 2021 would increase/decrease by RMB1,985,000 (2020: post-tax loss would decrease/increase by RMB1,263,000) as a result of the changes in fair value of financial assets measured at FVTPL and the other comprehensive expense would decrease/increase by RMB739,000 (2020: post-tax loss would decrease/increase by RMB700,000) as a result of the changes in fair value of equity investments measured at FVTOCI.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

其他價格風險

本集團因按公允價值計入損益及按公允價值計入其他全面收入計量之上市股本證券投資而面對股本價格風險。就於中國上市的按公允價值計入損益的股本證券而言，本集團管理層透過維持不同風險的投資組合管理此風險。此外，本集團亦出於長期策略目的投資若干於全國中小企業股份轉讓系統掛牌的股本證券，該等股本證券被指定為按公允價值計入其他全面收入計量。本集團已委聘專門團隊監控價格風險並將於有需要時考慮對沖有關風險。

敏感度分析

以下敏感度分析乃根據於報告末期所面對之股本價格風險釐定。

倘按各股本工具之價格上升／下降5% (2020年：5%)，截至2021年12月31日止年度的除稅後利潤將因按公允價值計入損益計量的金融資產公允價值變動而增加／減少人民幣1,985千元 (2020年：除稅後虧損將減少／增加人民幣1,263千元)，以及其他全面開支將因按公允價值計入其他全面收入計量的股本投資公允價值變動而減少／增加人民幣739千元 (2020年：除稅後虧損將減少／增加人民幣700千元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade and bill receivables, other receivables, deposits, pledged bank deposits and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables arising from contracts with customers

In order to minimise the credit risk, monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. The Group only accepts bills issued or guaranteed by reputable PRC banks if trade receivables are settled by bills and therefore the management of the Group considers the credit risk arising from the endorsed or discounted bills is insignificant. In this regard, the management considers that the Group's credit risk is significantly reduced.

The Group has concentration of credit risk as 14% (2020: 21%) and 54% (2020: 63%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估

信貸風險指本集團對手方拖欠彼等之合約責任導致本集團財務虧損的風險。本集團的信貸風險主要來自貿易及票據應收賬款、其他應收賬款、保證金、已抵押銀行存款及銀行結餘。本集團並無持有任何抵押品或其他信貸增級以填補與金融資產有關的信貸風險。

客戶合約產生之貿易應收賬款

為盡量降低信貸風險，本集團已制定監控程序，以確保採取後續行動追回逾期債務。本集團僅在貿易應收賬款以票據結算時才接受由中國信譽良好的銀行開具或擔保的票據，因此本集團管理層認為背書或貼現票據產生的信貸風險並不重大。就此而言，管理層認為本集團的信貸風險已大幅降低。

本集團有集中信貸風險，因為貿易應收賬款總額的14%（2020年：21%）及54%（2020年：63%）分別來自應收本集團最大客戶及五大客戶的款項。為盡可能減低信貸風險，本集團管理層已經委派一個小組專門負責釐定信貸限額及信貸審批。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Trade receivables arising from contracts with customers (continued)

In addition, the Group performs impairment assessment under ECL model by grouping trade receivables based on shared credit risk characteristics by reference to the Group's aging of balances. Impairment of RMB8,204,000 is recognised (2020: RMB9,630,000 is reversed) during the year. Details of the quantitative disclosures are set out below in this note.

Pledged bank deposits/bank balances/bills receivables

Credit risk on pledged bank deposits, bank balances and bill receivables is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for pledged bank deposits, bank balances and bills receivables by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on pledged bank deposits, bank balances and bills receivables is considered to be insignificant and therefore no loss allowance was recognised.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

客戶合約產生之貿易應收賬款 (續)

此外，本集團按預期信貸虧損模型經參考本集團結餘的賬齡根據共同信貸風險特徵分組貿易應收賬款進行減值評估。本年度，減值人民幣8,204千元已確認（2020年：人民幣9,630千元已撥回）。有關量化披露的詳情載於本附註。

已抵押銀行存款／銀行結餘／票據應收賬款

已抵押銀行存款、銀行結餘及票據應收賬款的信貸風險有限，因為對手方乃由國際信貸評級機構給予高信貸評級的信譽良好的銀行。本集團參考由外部信用評級機構發佈有關各自信貸評級的違約概率及違約損失率資料，評估已抵押銀行存款、銀行結餘及票據應收賬款的12個月預期信貸虧損。根據平均損失率，已抵押銀行存款、銀行結餘及票據應收賬款的12個月預期信貸虧損被認為微不足道，因此未確認虧損撥備。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Other receivables and deposits

For other receivables and deposits, the management makes periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the years ended 31 December 2021 and 2020, the Group assessed the ECL for other receivables and deposits are insignificant and thus no loss allowance is recognised.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

其他應收賬款及保證金

就其他應收賬款及保證金而言，管理層基於歷史支付記錄、過往經驗以及合理及支持性前瞻性資訊對其他應收賬款及保證金的可回收性作出定期個別評估。管理層相信，該等款項的信貸風險自初次確認後概無重大增加，且本集團已按12個月預期信貸虧損作出減值撥備。截至2021及2020年12月31日止年度，本集團評估其他應收賬款及保證金的預期信貸虧損為微不足道，故並無確認虧損撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Other receivables and deposits (continued)

The Group's internal credit risk grading assessment comprises the following categories:

| Internal credit rating 內部信貸評級 | Description 描述 |
|----------------------------------|---|
| Low risk 低風險 | The counterparty has a low risk of default and does not have any past-due amounts 對手方違約的風險較低，且並無任何逾期款項 |
| Watch list 觀察 | Debtor frequently repays after due dates but usually settle in full 債務人頻繁於到期日後還款但通常全額支付 |
| Doubtful 可疑 | There have been significant increases in credit risk since initial recognition through information developed internally or external resources 根據內部資料或外部資源認定信貸風險自初始確認以來大幅增加 |
| Loss 虧損 | There is evidence indicating the asset is credit-impaired 有證據顯示資產已發生信貸減值 |
| Write-off 撇銷 | There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人出現重大財務困難，且本集團沒有收回款項的現實前景 |

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

其他應收賬款及保證金 (續)

本集團的內部信貸風險等級評估包括以下類別：

| Trade receivables 貿易應收賬款 | Other financial assets 其他金融資產 |
|---|---|
| Lifetime ECL – not credit-impaired 存續期預期信貸虧損 – 未發生信貸減值 | 12m ECL 12個月預期信貸虧損 |
| Lifetime ECL – not credit-impaired 存續期預期信貸虧損 – 未發生信貸減值 | 12m ECL 12個月預期信貸虧損 |
| Lifetime ECL – not credit-impaired 存續期預期信貸虧損 – 未發生信貸減值 | Lifetime ECL – not credit-impaired 存續期預期信貸虧損 – 未發生信貸減值 |
| Lifetime ECL – credit-impaired 存續期預期信貸虧損 – 已發生信貸減值 | Lifetime ECL – credit-impaired 存續期預期信貸虧損 – 已發生信貸減值 |
| Amount is written off 款項被撇銷 | Amount is written off 款項被撇銷 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Other receivables and deposits (continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

| | Notes | External credit rating | Internal credit rating | 12m or lifetime ECL 12個月或存續期預期信貸虧損 | 2021 Gross carrying amount | | 2020 Gross carrying amount | |
|--|-------|------------------------|------------------------|--|----------------------------|-----------------|----------------------------|-----------------|
| | | 外部信貸評級 | 內部信貸評級 | | 2021年賬面總值 | | 2020年賬面總值 | |
| | | 附註 | | | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 | RMB'000 千人民幣 |
| Financial assets at amortised cost 按攤銷成本列賬之金融資產 | | | | | | | | |
| Trade receivables (note 1) | 26 | N/A | Low risk | Lifetime ECL (Collective assessment) 存續期預期信貸虧損 (集體評估) | 494,933 | 494,933 | 499,924 | 499,924 |
| 貿易應收賬款 (附註1) | | 不適用 | 低風險 | | | | | |
| Bills receivables | 26 | AA | N/A | 12m ECL | 17,453 | 17,453 | 6,300 | 6,300 |
| 票據應收賬款 | | | 不適用 | 12個月預期信貸虧損 | | | | |
| Other receivables and deposits | 27 | N/A | Low risk (note 2) | 12m ECL | 56,688 | | 54,874 | |
| 其他應收賬款及按金 | | 不適用 | 低風險 (附註2) | 12個月預期信貸虧損 | | | | |
| | | | Loss (note 3) | Lifetime ECL | - | 56,688 | 111,500 | 166,374 |
| | | | 虧損 (附註3) | 存續期預期信貸虧損 | | | | |
| Pledged bank deposits/bank balances | 30 | AA | N/A | 12m ECL | 1,031,540 | 1,031,540 | 1,302,444 | 1,302,444 |
| 已抵押銀行存款/銀行結餘 | | | 不適用 | 12個月預期信貸虧損 | | | | |

Notes:

- (1) For trade receivables, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by using a provision matrix, grouped by past due status.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

其他應收賬款及保證金 (續)

下表載列本集團金融資產根據預期信貸虧損評估的信貸風險詳情：

附註：

- (1) 就貿易應收賬款，本集團已應用國際財務報告準則第9號內的簡化方法以存續期預期信貸虧損計量虧損撥備。本集團使用按逾期狀況分組的撥備矩陣釐定該等項目的預期信貸虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Notes: (continued)

(1) (continued)

As part of the Group's credit risk management, the Group uses debtors' ageing to assess the impairment of trade receivables from customers because these customers consist of a large number of customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the Group's exposure to credit risk for trade receivables which are assessed on a collective basis by using provision matrix within lifetime ECL (not credit-impaired).

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

(1) (續)

作為本集團信貸風險管理的一部分，本集團使用應收賬款賬齡評估應收客戶貿易賬款的減值情況，因為該等客戶包括大量具有共同風險特徵的客戶，該等特徵反映客戶根據合約條款支付所有到期款項的能力。下表提供有關本集團就貿易應收賬款所面對的信貸風險資料，有關資料乃通過於存續期預期信貸虧損（未發生信貸減值）範圍內採用撥備矩陣進行集體評估。

| | | Average loss rate 平均損失率 % | Gross carrying amount 賬面總值 RMB'000 千人民幣 |
|-----------------------------|--------------------|---------------------------------|--|
| 31 December 2021 | 2021年12月31日 | | |
| Current | 即期 | 1.02 | 461,678 |
| Less than 2 months past due | 逾期少於2個月 | 4.93 | 22,387 |
| 2 to 6 months past due | 逾期2至6個月 | 35.33 | 4,195 |
| 7 to 12 months past due | 逾期7至12個月 | 18.35 | 2,395 |
| Over 1 year past due | 逾期1年以上 | 99.30 | 4,278 |
| | | | 494,933 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Notes: (continued)

(1) (continued)

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

(1) (續)

| | | Average loss rate 平均損失率 % | Gross carrying amount 賬面總值 RMB'000 千人民幣 |
|-----------------------------|--------------------|---------------------------------|--|
| 31 December 2020 | 2020年12月31日 | | |
| Current | 即期 | 0.24 | 413,046 |
| Less than 2 months past due | 逾期少於2個月 | 0.63 | 50,957 |
| 2 to 6 months past due | 逾期2至6個月 | 1.78 | 26,041 |
| 7 to 12 months past due | 逾期7至12個月 | 7.45 | 3,672 |
| Over 1 year past due | 逾期1年以上 | 87.50 | 6,208 |
| | | | 499,924 |

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

As at 31 December 2021, the Group recognised of impairment allowance RMB8,204,000 (2020: reversal of impairment RMB9,630,000) for trade receivables based on the provision matrix.

估計損失率乃基於債務人預期生命週期內的過往觀察違約率而估計，並就不過多投入資金或精力即可獲得的前瞻性資料而作調整。組別劃分由管理層定期審查，以確保特定債務人的相關資料為最新資料。

於2021年12月31日，本集團根據撥備矩陣就貿易應收賬款確認減值撥備人民幣8,204千元（2020年：人民幣9,630千元的減值撥回）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Notes: (continued)

- (2) In determining the ECL, the Group has taken into account the historical default experience and forward-looking information as appropriate. There had been no significant increase in credit risk since initial recognition. As at 31 December 2021, impairment allowance of RMB825,000 were reversed (2020: RMB5,051,000 were made) on other receivables from third parties and related parties amounting to RMB27,643,000 (2020: RMB54,874,000) and RMB29,045,000 (2020: nil), respectively.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

- (2) 於釐定預期信貸虧損時，本集團已適當考慮過往的違經驗及前瞻性資料。自初始確認以來，信貸風險並無顯著增加。於2021年12月31日，就來自第三方及關聯方的其他應收賬款（分別為人民幣27,643千元（2020年：人民幣54,874千元）及人民幣29,045千元（2020年：零））撥回減值準備人民幣825千元（2020年：人民幣5,051千元）。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Notes: (continued)

- (3) During the year ended 31 December 2021, impairment loss amounting to RMB7,375,000 was reversed (2020: nil) and no impairment losses was made during the year ended 31 December 2020.

As at 31 December 2020, impairment allowance of RMB111,500,000 was made on other receivables with gross carrying amount amounting to RMB111,500,000. There had been significant increase in credit risk since initial recognition as other receivables were considered as uncollectible as at both years and therefore entire balance has been impaired. The entire impairment loss allowance of RMB104,125,000 has been written off as at 31 December 2021.

For the purposes of internal credit risk management, the Group uses financial information to assess whether credit risk has increased significantly since initial recognition. The following table shows the balance of the credit-impaired other receivables.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

- (3) 截至2021年12月31日止年度，撥回人民幣7,375千元之減值虧損(2020年：零)，而於截至2020年12月31日止年度並無計提任何減值虧損。

於2020年12月31日，就賬面總值人民幣111,500千元之其他應收賬款計提減值準備人民幣111,500千元。由於其他應收賬款於兩個年度均被視為無法收回且全部結餘已發生減值，自初始確認後信貸風險顯著增加。於2021年12月31日之全部減值虧損人民幣104,125千元已被撤銷。

出於內部信貸風險管理的目的，本集團使用財務資料評估信貸風險自初始確認後是否顯著增加。下表列示已發生信貸減值之其他應收賬款結餘。

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|---------------------------------------|--------------|----------------------------------|----------------------------------|
| Other receivable from third parties | 來自第三方的其他應收賬款 | - | 83,070 |
| Other receivable from related parties | 來自關聯方的其他應收賬款 | - | 28,430 |
| | | - | 111,500 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The following table shows the reconciliation of loss, allowances that has been recognised for trade receivables under the simplified approach.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表列示已根據簡化方法就貿易應收賬款確認的虧損撥備對賬。

| | | Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (未發生 信貸減值) RMB'000 千人民幣 | Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (已發生 信貸減值) RMB'000 千人民幣 | Total 合計 RMB'000 千人民幣 |
|--|-------------------------|---|---|------------------------------------|
| As at 1 January 2020 | 於2020年1月1日 | 17,029 | – | 17,029 |
| Changes due to financial instruments recognised as at 1 January 2020: | 於2020年1月1日確認 金融工具變動： | | | |
| – Impairment losses recognised | – 已確認減值虧損 | 462 | – | 462 |
| – Impairment losses reversed | – 已撥回減值虧損 | (11,597) | – | (11,597) |
| New financial assets | 新增金融資產 | 1,505 | – | 1,505 |
| Exchange realignment | 匯兌調整 | 48 | – | 48 |
| As at 31 December 2020 | 於2020年12月30日 | 7,447 | – | 7,447 |
| Changes due to financial instruments recognised as at 1 January 2021: | 於2021年1月1日確認 金融工具變動： | | | |
| – Impairment losses recognised | – 已確認減值虧損 | 612 | – | 612 |
| – Impairment losses reversed | – 已撥回減值虧損 | (3,930) | – | (3,930) |
| New financial assets | 新增金融資產 | 11,522 | – | 11,522 |
| Transfer | 轉撥 | (3,556) | 3,556 | – |
| Write-offs | 撇銷 | – | (3,556) | (3,556) |
| Exchange realignment | 匯兌調整 | (112) | – | (112) |
| As at 31 December 2021 | 於2021年12月30日 | 11,983 | – | 11,983 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Changes in the loss allowance for trade receivables are mainly due to:

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

貿易應收款項虧損撥備變動主要由於：

| | | 2021 2021年 Increase (decrease) in lifetime ECL Not credit- impaired 存續期預期信貸 虧損增加(減少) 未發生信貸減值 RMB'000 千人民幣 | 2020 2020年 Increase (decrease) in lifetime ECL Not credit- impaired 存續期預期信貸 虧損增加(減少) 未發生信貸減值 RMB'000 千人民幣 |
|---|--|--|--|
| Settlement in full of trade debtors with a gross carrying amount of RMB493,207,000 (2020: RMB589,349,000) | 全數結算總賬面值為人民幣493,207千元(2020年:人民幣589,349千元)的貿易應收賬款 | (7,592) | (11,135) |
| New trade receivables with gross carrying amount of RMB488,216,000 (2020: RMB493,716,000) balances | 新增總賬面值為人民幣488,216千元(2020年:人民幣493,716千元)的貿易應收款項結餘 | 11,522 | 1,505 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The following table shows the reconciliation of loss, allowances that has been recognised for other receivables.

| | | 12m ECL 12個月預期 信貸虧損 RMB'000 千人民幣 | Lifetime ECL (credit- impaired 存續期預期 信貸虧損 (已發生信貸 減值) RMB'000 千人民幣 | Total 合計 RMB'000 千人民幣 |
|-----------------------------------|--------------|--|---|--------------------------------|
| As at 1 January 2020 | 於2020年1月1日 | 1,088 | 666,618 | 667,706 |
| Impairment losses recognised, net | 已確認減值虧損淨額 | 5,051 | – | 5,051 |
| Write-offs | 撇銷 | – | (555,118) | (555,118) |
| As at 31 December 2020 | 於2020年12月31日 | 6,139 | 111,500 | 117,639 |
| Impairment losses reversed, net | 已撥回減值虧損淨額 | (825) | (7,375) | (8,200) |
| Transfers | 轉撥 | (2,850) | 2,850 | – |
| Write-offs | 撇銷 | – | (106,975) | (106,975) |
| As at 31 December 2021 | 於2021年12月31日 | 2,464 | – | 2,464 |

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in Notes 26 and 27 respectively.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表列示已確認其他應收款項虧損撥備的對賬。

有關本集團因貿易及其他應收賬款而承受的信貸風險之進一步定量披露分別載於附註26及27。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management of the Group monitors the utilisation of bank borrowings.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險

為管理流動資金風險，本集團監控及維持管理層視為足夠之現金及現金等價物水平，以為本集團之營運撥付資金，並減輕現金流量波動之影響。本集團管理層監控銀行借款的使用情況。

下表詳列本集團金融負債之剩餘合約到期情況。該表乃按本集團須支付之最早日期計算之金融負債之未折現現金流量編製。具體而言，無論銀行是否可能選擇行使其權利，包含按要求償還條款的銀行貸款被計入最早的時間範圍。其他非衍生金融負債的到期日乃基於協定的償還日期而定。

下表包括利息及本金現金流量。倘利息流按浮動利率計算，則未折現金額按報告期末的利率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

| | Weighted average interest rate | On demand or within one year | 1 – 2 years | 2 – 5 years | Over 5 years | Total undiscounted cash flows | Carrying amount |
|-------------------------|--------------------------------|------------------------------|-------------|-------------|--------------|-------------------------------|-----------------|
| | 加權平均利率 | 於一年內 | 一至兩年 | 二至五年 | 超過五年 | 流量總額 | 賬面值 |
| | % | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 千人民幣 | 千人民幣 | 千人民幣 | 千人民幣 | 千人民幣 | 千人民幣 |
| At 31 December 2021 | | | | | | | |
| At 31 December 2021 | | | | | | | |
| Non-derivative: | | | | | | | |
| Trade payable | - | 609,820 | - | - | - | 609,820 | 609,820 |
| Other payables | - | 147,435 | - | - | - | 147,435 | 147,435 |
| Borrowings | | | | | | | |
| - fixed rate | 48.00 | 585 | - | - | - | 585 | 585 |
| - variable rate | 2.15 | 40,298 | - | - | - | 40,298 | 39,450 |
| Lease liabilities | 7.17 | 16,757 | 10,883 | 18,447 | 6,630 | 52,717 | 45,242 |
| | | 814,895 | 10,883 | 18,447 | 6,630 | 850,855 | 842,532 |
| At 31 December 2020 | | | | | | | |
| At 31 December 2020 | | | | | | | |
| Non-derivative: | | | | | | | |
| Trade and bills payable | - | 561,320 | - | - | - | 561,320 | 561,320 |
| Other payables | - | 229,763 | - | - | - | 229,763 | 229,763 |
| Borrowings | | | | | | | |
| - fixed rate | 1.00 | - | 3,616 | - | - | 3,616 | 3,616 |
| - fixed rate | 48.00 | 585 | - | - | - | 585 | 585 |
| - variable rate | 2.65 | 29,458 | - | - | - | 29,458 | 29,458 |
| Lease liabilities | 6.00 | 20,093 | 14,595 | 23,128 | 12,355 | 70,171 | 58,099 |
| | | 841,219 | 18,211 | 23,128 | 12,355 | 894,913 | 882,841 |

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments

Some of the Group's financial instruments are measured at fair value for financial reporting purposes. The directors of the Company have set up a valuation committee, which is headed up by the Chief Financial Officer of the Company, to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The valuation committee works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The Chief Financial Officer reports the valuation committee's findings to the directors of the Company every quarter to explain the cause of fluctuations in the fair value.

(i) Fair value of the Group's financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;

44. 金融工具 (續)

(c) 金融工具的公允價值計量

本集團部分金融工具就財務呈報目的按公允價值計量。本公司董事已成立一個由本公司首席財務官領導的估值委員會，以就公允價值計量釐定適當的估值方法及輸入數據。

於估計公允價值時，本集團採用其所得市場可觀察數據。在並無第一層級輸入數據的情況下，本集團委聘第三方合資格估值師進行估值。估值委員會與合資格外聘估值師緊密合作設立模型適用的估值方法及輸入數據。首席財務官每季向本公司董事會匯報估值委員會的結果以解釋公允價值波動的原因。

(i) 本集團按經常性基準以公允價值計量的金融資產的公允價值

本集團若干金融資產於各報告期末按公允價值計量。下表提供有關如何釐定該等金融資產的公允價值（尤其是所用估值方法及輸入數據）以及按依據公允價值計量的輸入參數之可觀察程度劃分的公允價值計量所屬公允價值等級之級別（第一級至第三級）的資料。

- 第一級別公允價值計量源自相同資產或負債於活躍市場之報價（未經調整）；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

(i) Fair value of the Group's financial liabilities that are measured at fair value on a recurring basis (continued)

- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that included inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

44. 金融工具 (續)

(c) 金融工具的公允價值計量 (續)

(i) 本集團按經常性基準以公允價值計量的金融資產的公允價值 (續)

- 第二級別公允價值計量源自除於第一級別包含的報價外就資產或負債可予觀察之輸入參數，而無論直接（即作為價格）或間接（即源自價格）；及
- 第三級別公允價值計量源自包括並非基於可予觀察市場資料的資產或負債的輸入參數（不可觀察輸入參數）的估值方法。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

(i) Fair value of the Group's financial liabilities that are measured at fair value on a recurring basis (continued)

| Financial assets | Fair value as at | Fair value hierarchy | Valuation techniques and key inputs | Significant unobservable inputs | Relationship of unobservable inputs to fair value |
|--|----------------------------------|----------------------------------|--|--|--|
| 金融資產 | 於以下日期的公允價值 | 公允價值等級 | 估值方法及關鍵輸入參數 | 重大不可觀察輸入參數 | 不可觀察輸入參數與公允價值的關係 |
| | 31 December 12月31日 | | | | |
| | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 | | | |
| Listed securities held for trading 持作買賣上市證券 | 39,709 | 25,251 Level 1 | Quoted bid prices in an active market. 於活躍市場之報價。 | N/A 不適用 | N/A 不適用 |
| Equity investments at FVTOCI 按公允價值計入其他全面收入的股本投資 | 14,000 | 14,000 Level 2 | Quoted bid prices in a market with insignificant transaction volume. 於交易量不大的市場之報價。 | N/A 不適用 | N/A 不適用 |
| Equity investments at FVTOCI 按公允價值計入其他全面收入的股本投資 | 788 | - Level 3 | Income approach-in this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of this investee, based on an appropriate discount rate. 收入法-在這種方法中，使用折現現金流量法根據適當的折現率確定預期未來將從該被投資方的所有權中獲得的經濟利益現值。 | Discount rate, taking into account weighted average cost of capital determined using a Capital Asset Pricing Model, ranging from 14% to 16% 折現率，考慮到使用資本資產定價模型確定的加權平均資本成本，範圍為14%至16% | A significant increase in the discount rate would result in a significant decrease in the fair value 折現率大幅上升將導致公允價值大幅下降 |

44. 金融工具 (續)

(c) 金融工具的公允價值計量 (續)

(i) 本集團按經常性基準以公允價值計量的金融資產的公允價值 (續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

(i) Fair value of the Group's financial liabilities that are measured at fair value on a recurring basis (continued)

| Financial assets | Fair value as at | Fair value hierarchy | Valuation techniques and key inputs | Significant unobservable inputs | Relationship of unobservable inputs to fair value |
|------------------------------------|----------------------------------|----------------------------------|---|---------------------------------|---|
| 金融資產 | 於以下日期的公允價值 | 公允價值等級 | 估值方法及關鍵輸入參數 | 重大不可觀察輸入參數 | 不可觀察輸入參數與公允價值的關係 |
| | 31 December 12月31日 | | | | |
| | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 | | | |
| Foreign currency forward contracts | 1,418 | - Level 2 | Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at rate that reflects the credit risk of various counterparties. | N/A | N/A |
| 外幣遠期合約 | | 第二級 | 折現現金流量。未來現金流量是根據遠期匯率(根據報告期末可觀察到的遠期匯率)及合同遠期匯率估計,並按反映不同交易對手信用風險的匯率折現。 | 不適用 | 不適用 |

There is no transfer between Level 1, 2 and 3 for both years.

於兩個年度,第一級、第二級及第三級之間並無轉撥。

44. 金融工具 (續)

(c) 金融工具的公允價值計量 (續)

(i) 本集團按經常性基準以公允價值計量的金融資產的公允價值 (續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

(i) Fair value of the Group's financial liabilities that are measured at fair value on a recurring basis (continued)

Reconciliation of Level 3 fair value measurements

| | | Equity investments at FVTOCI 按公允價值計入其他全面收入的股本投資 RMB'000 千人民幣 | Contingent consideration receivable 應收或有代價 RMB'000 千人民幣 | Total 合計 RMB'000 千人民幣 |
|---|--------------|---|--|--------------------------------|
| As at 1 January 2020 | 於2020年1月1日 | - | 46,066 | 46,066 |
| Fair value recognised in profit or loss | 於損益確認的公允價值 | - | (46,066) | (46,066) |
| As at 31 December 2020 | 於2020年12月31日 | - | - | - |
| Transfer from interests in associates | 轉撥自於聯營公司的權益 | 788 | - | 788 |
| As at 31 December 2021 | 於2021年12月31日 | 788 | - | 788 |

Fair value loss on contingent consideration receivable are included in 'other gains and losses'.

應收或有代價的公允價值虧損計入「其他損益」。

(ii) Fair value financial assets and financial liabilities that are not measured at fair value on a recurring basis

The fair value of other financial assets and financial liabilities that are not measured at fair value on a recurring basis are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

(ii) 並非按經常性基準以公允價值計量的金融資產及金融負債的公允價值

並非按經常性基準以公允價值計量的其他金融資產及金融負債的公允價值乃根據公認定價模式按折現現金流量分析釐定。

本公司董事認為，於綜合財務報表確認的金融資產及金融負債的賬面值與其公允價值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

45. ACQUISITION OF SUBSIDIARIES

2021

NVC DK A/S

During the year ended 31 December 2021, the Group acquired a 100% equity interest in NVC DK A/S. NVC DK A/S is principally engaged in the sales and distribution of lighting products and was acquired with the objective of expanding the Group's customer base.

Consideration transferred

Cash consideration (Note)

現金代價 (附註)

RMB'000
千人民幣

—

Note: Cash consideration is at DKK 1 (equivalent to approximately RMB1).

附註：現金代價為1丹麥克朗 (相當於約人民幣1元)。

Assets acquired and liabilities recognised at the date of acquisition

於收購日期所收購的資產及確認的負債

RMB'000
千人民幣

Inventories
Trade receivables
Other receivables and prepayments
Customer relationship
Bank balances and cash
Trade payables
Accruals and other payables

存貨
貿易應收賬款
其他應收賬款及預付款
客戶關係
銀行結餘及現金
貿易應付賬款
應計費用及其他應付賬款

4

660

16

1,496

8

(24,182)

(2,311)

(24,309)

The receivables acquired (which principally comprised trade receivables) with fair value of RMB660,000 at the date of acquisition had gross contractual amounts of RMB660,000.

於收購日期的公允價值為人民幣660千元的已收購應收賬款 (主要包括貿易應收賬款) 的總合約金額為人民幣660千元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

45. ACQUISITION OF SUBSIDIARIES (continued)

NVC DK A/S (continued)

Goodwill arising on acquisition:

| | | RMB'000 千人民幣 |
|---|----------------|-----------------|
| Consideration transferred | 轉讓代價 | – |
| Less: recognised amounts of net liabilities assumed | 減：已承擔負債淨額的確認金額 | 24,309 |
| Goodwill arising on acquisition | 收購時產生的商譽 | 24,309 |

None of the goodwill arising on these acquisitions is expected to be deductible for tax purposes.

Net cash inflow on acquisition of NVC DK A/S

| | | RMB'000 千人民幣 |
|---|-----------------|-----------------|
| Cash consideration paid | 已付現金代價 | – |
| Less: cash and cash equivalents balances acquired | 減：已收購現金及現金等價物結餘 | 8 |
| | | 8 |

45. 收購附屬公司 (續)

NVC DK A/S (續)

收購時產生的商譽：

| | RMB'000 千人民幣 |
|----------------|-----------------|
| 轉讓代價 | – |
| 減：已承擔負債淨額的確認金額 | 24,309 |
| 收購時產生的商譽 | 24,309 |

預期該等收購產生的商譽均不可抵扣稅項。

收購NVC DK A/S時的現金流入淨額

| | RMB'000 千人民幣 |
|-----------------|-----------------|
| 已付現金代價 | – |
| 減：已收購現金及現金等價物結餘 | 8 |
| | 8 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

45. ACQUISITION OF SUBSIDIARIES (continued)

NVC DK A/S (continued)

Impact of acquisition on the results of the Group

Included in the profit for the year is a loss of RMB1,116,000 attributable to the additional business generated by NVC DK A/S. Revenue for the year includes RMB7,643,000 generated from NVC DK A/S.

Had the acquisition of NVC DK A/S been completed on 1 January 2021, revenue for the year of the Group would have been RMB2,375,520,000 and profit for the year would have been RMB31,647,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2021, nor is it intended to be a projection of future results.

2020

NVC Lighting AB

On 1 May 2020, the Group acquired a 60% equity interest in NVC Lighting AB. NVC Lighting AB is principally engaged in the sales and distribution of lighting products and was acquired with the objective of expanding the Group's customer base.

Consideration transferred

Cash

現金

24

45. 收購附屬公司 (續)

NVC DK A/S (續)

收購事項對本集團業績的影響

本年利潤中包括NVC DK A/S產生的額外業務應佔虧損人民幣1,116千元。本年收益包括NVC DK A/S產生的人民幣7,643千元。

倘於2021年1月1日完成對NVC DK A/S的收購，本集團的本年收入將為人民幣2,375,520千元，而本年利潤將為人民幣31,647千元。備考資料僅供說明之用，並不必然表示倘收購於2021年1月1日完成，本集團實際會實現的收入及經營業績，亦無意作為對未來業績的預測。

2020年

NVC Lighting AB

於2020年5月1日，本集團收購NVC Lighting AB的60%股權。NVC Lighting AB主要從事照明產品的銷售及分銷，收購該公司旨在擴大本集團的客戶基礎。

轉讓代價

RMB'000
千人民幣



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

45. ACQUISITION OF SUBSIDIARIES (continued)

NVC Lighting AB (continued)

Assets acquired and liabilities recognised at the date of acquisition

| | | RMB'000 千人民幣 |
|---|----------------|-----------------|
| Inventories | 存貨 | 7,577 |
| Trade receivables | 貿易應收賬款 | 6,666 |
| Other receivables, deposits and prepayments | 其他應收賬款、保證金及預付款 | 4,500 |
| Bank balances and cash | 銀行結餘及現金 | 1,694 |
| Trade and other payables | 貿易及其他應付賬款 | (28,975) |
| Provision | 撥備 | (724) |
| | | <hr/> |
| | | (9,262) |

The receivables acquired (which principally comprised trade receivables) with fair value of RMB6,666,000 at the date of acquisition had gross contractual amounts of RMB6,666,000.

Non-controlling interests

The non-controlling interests (40%) in NVC Lighting AB recognised at the acquisition date was measured by reference to the proportionate share of recognised amounts of net liabilities of NVC Lighting AB and amounted to RMB3,705,000.

Goodwill arising on acquisition:

| | | RMB'000 千人民幣 |
|---|-------------------------------------|-----------------|
| Consideration transferred | 轉讓代價 | 24 |
| Plus: non-controlling interests (40% in NVC Lighting AB) | 加：非控制性權益 (NVC Lighting AB的40%權益) | 3,705 |
| Plus: customer relationship | 加：客戶關係 | 5,533 |
| Less: recognised amounts of net liabilities assumed | 減：已承擔負債淨額的確認金額 | (9,262) |
| | | <hr/> |
| | | - |

45. 收購附屬公司 (續)

NVC Lighting AB (續)

於收購日期所收購的資產及確認的負債

| | RMB'000 千人民幣 |
|---|-----------------|
| Inventories | 7,577 |
| Trade receivables | 6,666 |
| Other receivables, deposits and prepayments | 4,500 |
| Bank balances and cash | 1,694 |
| Trade and other payables | (28,975) |
| Provision | (724) |
| | <hr/> |
| | (9,262) |

於收購日期的公允價值為人民幣6,666千元的已收購應收賬款（主要包括貿易應收賬款）的總合約金額為人民幣6,666千元。

非控制性權益

於收購日期確認的NVC Lighting AB的非控制性權益(40%)乃參考NVC Lighting AB負債淨額的已確認金額的份額按比例計量，金額為人民幣3,705千元。

收購時產生的商譽：

| | RMB'000 千人民幣 |
|---|-----------------|
| Consideration transferred | 24 |
| Plus: non-controlling interests (40% in NVC Lighting AB) | 3,705 |
| Plus: customer relationship | 5,533 |
| Less: recognised amounts of net liabilities assumed | (9,262) |
| | <hr/> |
| | - |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

45. ACQUISITION OF SUBSIDIARIES (continued)

NVC Lighting AB (continued)

Net cash inflow on acquisition of NVC Lighting AB

Cash consideration paid
Less: cash and cash equivalents balances acquired

已付現金代價
減：已收購現金及現金等價物結餘

RMB'000
千人民幣

(24)

1,694

1,670

Impact of acquisition on the results of the Group

Included in the profit for the year is RMB218,000 attributable to the additional business generated by NVC Lighting AB. Revenue for the year includes RMB18,291,000 generated from NVC Lighting AB.

Had the acquisition of NVC Lighting AB been completed on 1 January 2020, revenue for the year of the Group would have been RMB2,365,833,000 and loss for the year would have been RMB8,249,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2020, nor is it intended to be a projection of future results.

In determining the 'pro-forma' revenue and profit of the Group had NVC Lighting AB been acquired at the beginning of the current year, the directors of the Company calculated depreciation and amortisation of property, plant and equipment based on the recognised amounts of property, plant and equipment at the date of the acquisition.

45. 收購附屬公司 (續)

NVC Lighting AB (續)

收購NVC Lighting AB時的現金流入淨額

收購事項對本集團業績的影響

本年利潤中包括NVC Lighting AB產生的額外業務應佔人民幣218千元。本年收益包括NVC Lighting AB產生的人民幣18,291千元。

倘於2020年1月1日完成對NVC Lighting AB的收購，本集團的本年收入將為人民幣2,365,833千元，而本年虧損將為人民幣8,249千元。備考資料僅供說明之用，並不必然表示倘收購於2020年1月1日完成，本集團實際會實現的收入及經營業績，亦無意作為對未來業績的預測。

在釐定倘於本年初已收購NVC Lighting AB的情況下本集團的「備考」收入及利潤時，本公司董事已根據物業、廠房及設備於收購日期的已確認金額計算物業、廠房及設備的折舊及攤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

46. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

46. 融資活動所產生負債的對賬

下表詳列本集團融資活動所產生負債的變動，包括現金及非現金變動。融資活動產生的負債是指現金流量已經或未來現金流量將於本集團的綜合現金流量表中分類為融資活動產生的現金流量的負債。

| | | Dividend payable 應付股息 RMB'000 千人民幣 | Borrowings 借款 RMB'000 千人民幣 (Note 35) (附註35) | Lease liabilities 租賃負債 RMB'000 千人民幣 (Note 37) (附註37) | Total 合計 RMB'000 千人民幣 |
|----------------------------|--------------|---|--|---|--------------------------------|
| At 1 January 2020 | 於2020年1月1日 | - | 21,917 | 49,691 | 71,608 |
| Financing cash flow | 融資現金流量 | (31,608) | 6,509 | (4,403) | (29,502) |
| Interest expenses | 利息開支 | - | 5,233 | 2,777 | 8,010 |
| Non-cash movements | 非現金變動 | | | | |
| Additions | 添置 | - | - | 26,947 | 26,947 |
| Rent concession | 租金優惠 | - | - | (1,077) | (1,077) |
| Modification of lease term | 修訂租賃條款 | - | - | (14,914) | (14,914) |
| Dividend declared | 已宣派股息 | 31,608 | - | - | 31,608 |
| Exchange adjustments | 匯兌調整 | - | - | (922) | (922) |
| At 31 December 2020 | 於2020年12月31日 | - | 33,659 | 58,099 | 91,758 |
| Financing cash flow | 融資現金流量 | (29,400) | 3,706 | (23,429) | (49,123) |
| Interest expenses | 利息開支 | - | 3,995 | 3,533 | 7,528 |
| Non-cash movements | 非現金變動 | | | | |
| Additions | 添置 | - | - | 8,946 | 8,946 |
| Dividend declared | 已宣派股息 | 29,400 | - | - | 29,400 |
| Exchange adjustments | 匯兌調整 | - | (1,325) | (1,907) | (3,232) |
| At 31 December 2021 | 於2021年12月31日 | - | 40,035 | 45,242 | 85,277 |

47. MAJOR NON-CASH TRANSACTIONS

During the current year, the Group entered into new lease agreements for the use of leased offices and warehouses ranged from two year to eleven years. On the lease commencement, the Group recognised right-of-use assets and lease liabilities amounting to RMB8,946,000 and RMB8,946,000, respectively.

47. 重大非現金交易

於本年度，本集團就使用租賃辦公室及倉庫訂立新的租賃協議，期限介乎兩年至十一年。租賃開始時，本集團確認使用權資產及租賃負債分別為人民幣8,946千元及人民幣8,946千元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

48. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

48. 本公司的財務狀況表及儲備

| | | 2021 2021年 RMB'000 千人民幣 | 2020 2020年 RMB'000 千人民幣 |
|--|-----------------|----------------------------------|----------------------------------|
| NON-CURRENT ASSETS | 非流動資產 | | |
| Property, plant and equipment | 物業、廠房及設備 | 2,234 | 3,684 |
| Right-of-use assets | 使用權資產 | 1,632 | 2,992 |
| Investments in subsidiaries | 於附屬公司的投資 | 987,184 | 996,485 |
| Interest in an associate | 於聯營公司的權益 | 583,239 | 580,251 |
| Total non-current assets | 非流動資產合計 | 1,574,289 | 1,583,412 |
| CURRENT ASSETS | 流動資產 | | |
| Due from subsidiaries | 應收附屬公司款項 | 834,604 | 953,085 |
| Trade receivables | 貿易應收賬款 | - | 1,631 |
| Prepayments and other receivables | 預付款及其他應收賬款 | 10,502 | 7,940 |
| Cash and cash equivalents | 現金及現金等價物 | 574,239 | 429,061 |
| Total current assets | 流動資產合計 | 1,419,345 | 1,391,717 |
| CURRENT LIABILITIES | 流動負債 | | |
| Due to subsidiaries | 應付附屬公司款項 | 674,519 | 622,250 |
| Other payables and accruals | 其他應付賬款及應計費用 | 34,333 | 23,793 |
| Lease liabilities | 租賃負債 | 1,349 | 1,308 |
| Total current liabilities | 流動負債合計 | 710,201 | 647,351 |
| Net current assets | 流動資產淨值 | 709,144 | 744,366 |
| TOTAL ASSETS LESS CURRENT LIABILITY | 總資產減流動負債 | 2,283,433 | 2,327,778 |
| NON-CURRENT LIABILITIES | 非流動負債 | | |
| Lease liabilities | 租賃負債 | 350 | 1,750 |
| Net assets | 淨資產 | 2,283,083 | 2,326,028 |
| EQUITY | 權益 | | |
| Share capital | 股本 | 3 | 3 |
| Reserves | 儲備 | 2,283,080 | 2,326,025 |
| Total equity | 權益總額 | 2,283,083 | 2,326,028 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

48. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

Movement in Company's reserves

| | | Share premium 股份溢價 RMB'000 千人民幣 | Retained profits 留存利潤 RMB'000 千人民幣 | Foreign currency translation reserve 外幣換算儲備 RMB'000 千人民幣 | Total 合計 RMB'000 千人民幣 |
|---|--------------|--|---|---|--------------------------------|
| At 1 January 2020 | 於2020年1月1日 | 2,365,156 | 1,149,386 | (196,252) | 3,318,290 |
| Loss for the year | 本年虧損 | - | (943,575) | - | (943,575) |
| Other comprehensive income for the year | 本年其他全面收入 | - | - | (48,690) | (48,690) |
| At 31 December 2020 | 於2020年12月31日 | 2,365,156 | 205,811 | (244,942) | 2,326,025 |
| Loss for the year | 本年虧損 | - | (25,235) | - | (25,235) |
| Other comprehensive income for the year | 本年其他全面收入 | - | - | (17,710) | (17,710) |
| At 31 December 2021 | 於2021年12月31日 | 2,365,156 | 180,576 | (262,652) | 2,283,080 |

48. 本公司的財務狀況表及儲備(續)

本公司的儲備變動

49. EVENTS AFTER THE REPORTING PERIOD

The following events took place subsequent to the end of the reporting period:

In January 2022, the Group paid RMB210,000,000 for subscription of additional shares issued by BLIHP in order to maintain its 30% equity interest in BLIHP.

In January 2022, the Group drew down a bank borrowing amounting to RMB240,000,000 which is secured, interest bearing at 3.6% per annum and repayable in year 2023.

49. 報告年度後事項

報告年度結束後發生了以下事件：

於2022年1月，本集團支付人民幣210,000千元認購BLIHP額外發行的股份，以維持其在BLIHP的30%股權。

於2022年1月，本集團提取銀行借款人民幣240,000千元，有關借款有抵押、按年利率3.6%計息並須於2023年償還。

Definitions

釋義

In this annual report, unless the context otherwise requires, the following words and expressions shall have the following meanings. 在本年報中，除文意另有所指外，下列詞彙及用語具有以下涵義。

| | |
|--|--|
| “Board” 「董事會」 | the board of Directors of the Company. 本公司董事會。 |
| “China” or “Mainland China” or “PRC” 「中國」 | the People’s Republic of China, but for the purpose of this annual report and for geographical reference only and except where the context requires, references in this annual report to “China” and the “PRC” do not apply to Taiwan, the Macau Special Administrative Region and Hong Kong. 中華人民共和國，但僅就本年報及地理參考而言，除文意另有所指外，本年報中凡提述「中國」之處均不包括台灣、澳門特別行政區及香港。 |
| “Chongqing NVC” 「重慶雷士」 | Chongqing NVC Lighting Co., Ltd.* (重慶雷士照明有限公司), a wholly foreign-owned enterprise with limited liability incorporated in the PRC on 1 December 2006 and our former direct wholly-owned subsidiary. 重慶雷士照明有限公司，一家於2006年12月1日在中國註冊成立的外商獨資有限責任公司，曾是我們的直接全資附屬公司。 |
| “Company” or “our Company” 「本公司」 | NVC International Holdings Limited (雷士國際控股有限公司) (formerly known as NVC Lighting Holding Limited (雷士照明控股有限公司)), a company incorporated in the British Virgin Islands on 2 March 2006 and subsequently redomiciled to the Cayman Islands on 30 March 2010 as an exempted company with limited liability under the laws of the Cayman Islands. The shares of the Company are listed on the main board of the Stock Exchange. 雷士國際控股有限公司（前稱雷士照明控股有限公司），一家於2006年3月2日在英屬維爾京群島註冊成立，隨後於2010年3月30日將註冊地遷至開曼群島之公司，並根據開曼群島法例註冊為一家獲豁免有限公司，其股份於聯交所主板上市。 |
| “Corresponding Period” 「同期」 | the year ended 31 December 2020. 是指截至2020年12月31日止年度。 |
| “Director(s)” 「董事」 | the director(s) of the Company. 本公司董事。 |
| “ETIC” 「德豪潤達」 | Elec-Tech International Co., Ltd.* (安徽德豪潤達電氣股份有限公司) (formerly known as Elec-Tech International Co., Ltd.* (廣東德豪潤達電氣股份有限公司)), a PRC incorporated company whose shares are currently listed on the Shenzhen Stock Exchange. It is a substantial shareholder of the Company. 安徽德豪潤達電氣股份有限公司（前稱為廣東德豪潤達電氣股份有限公司），一家股份目前在深圳證券交易所上市的中國註冊成立公司，其為本公司的主要股東。 |

Definitions

釋義

| | |
|---------------------------------------|---|
| “GBP” 「英鎊」 | Great Britain Sterling Pound, the lawful currency of the United Kingdom. 英鎊，英國法定貨幣。 |
| “Group” 「本集團」 | the Company and its subsidiaries. 本公司及其附屬公司。 |
| “HID” 「HID」 | high intensity discharge. 高強度放電。 |
| “HK\$” or “Hong Kong dollars” 「港元」 | Hong Kong dollars, the lawful currency of Hong Kong. 港元，香港法定貨幣。 |
| “Hong Kong” 「香港」 | the Hong Kong Special Administrative Region of PRC. 中華人民共和國香港特別行政區。 |
| “Huizhou NVC” 「惠州雷士」 | Huizhou NVC Lighting Technology Co., Ltd.* (惠州雷士光電科技有限公司), a wholly foreign-owned enterprise with limited liability incorporated in the PRC on 29 April 2006 and our former direct wholly-owned subsidiary, 30% equity interest of which is indirectly owned by us. 惠州雷士光電科技有限公司，一家於2006年4月29日在中國註冊成立的外商獨資有限責任公司，曾是我們的直接全資附屬公司，我們間接持有其30%股權。 |
| “LED” 「LED」 | Light-Emitting Diode. 發光二極管。 |
| “Listing Date” 「上市日」 | 20 May 2010. 2010年5月20日。 |
| “Listing Rules” 「《上市規則》」 | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. 《香港聯合交易所有限公司證券上市規則》。 |

Definitions

釋義

| | |
|---------------------------------|---|
| “Model Code” 「標準守則」 | the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules. 《上市規則》附錄十之《上市發行人董事進行證券交易的標準守則》。 |
| “NVC Brazil” 「巴西雷士」 | NVC Lighting (Brazil) Commercial Import and Export Co., Ltd., a limited liability company incorporated in Brazil, a 51% equity interest of which is held by Hong Kong TYU Technology Co., Ltd., our wholly-owned subsidiary, and the remaining 49% equity interest of which is held by NVC Brazil Technology Co., Ltd. 巴西雷士照明貿易進出口有限公司，一家在巴西註冊成立的有限責任公司，其中我們的全資附屬公司香港天羽科技有限公司持有51%的股權，餘下的49%股權由巴西雷士照明技術有限公司持有。 |
| “New CG Code” 「新企業管治守則」 | The new Corporate Governance Code as set out in the existing Appendix 14 to the Listing Rules, the requirements under which are applicable to the financial year commencing on 1 January 2022. 上市規則的現有附錄十四所載的新《企業管治守則》，其規定適用於自2022年1月1日開始的財政年度。 |
| “ODM” 「ODM」 | original design manufacturing, a type of manufacturing under which the manufacturer is responsible for the design and production of the products and the products are marketed and sold under the customer’s brand name. 原設計製造，根據此種製造，製造商負責產品的設計和生產，而產品則以客戶品牌營銷和銷售。 |
| “Previous CG Code” 「原企業管治守則」 | the Corporate Governance Code and the Corporate Governance Report as set out in the previous Appendix 14 to the Listing Rules before the New CG Code came into effect on 1 January 2022, the requirements under which are applicable to the Reporting Period. 於新企業管治守則於2022年1月1日生效之前，上市規則內之原附錄十四所載《企業管治守則》及《企業管治報告》，其規定適用於報告年度。 |
| “Reporting Period” 「報告年度」 | the year ended 31 December 2021. 截至2021年12月31日止年度。 |
| “RMB” 「人民幣」 | Renminbi, the lawful currency of the PRC. 人民幣，中國法定貨幣。 |
| “SFO” 「《證券及期貨條例》」 | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). 《證券及期貨條例》(香港法例第571章)。 |
| “SGD” 「新幣」 | Singapore dollar, the lawful currency of Singapore. 新加坡幣，新加坡法定貨幣。 |



Definitions

釋義

| | |
|--------------------------------------|--|
| “Shanghai Arcata” 「上海阿卡得」 | Shanghai Arcata Electronics Co., Ltd.* (上海阿卡得電子有限公司), a limited liability company incorporated in the PRC on 22 September 2005 and our indirect wholly-owned subsidiary. 上海阿卡得電子有限公司，一家於2005年9月22日在中國註冊成立的有限責任公司，是我們的間接全資附屬公司。 |
| “Share(s)” 「股份」 | Ordinary share(s) of US\$0.0000001 each in the share capital of the Company. 本公司股本中每股面值0.0000001美元的普通股。 |
| “Shareholder(s)” 「股東」 | Holder(s) of Shares 股份持有人 |
| “Stock Exchange” 「聯交所」 | The Stock Exchange of Hong Kong Limited. 香港聯合交易所有限公司。 |
| “UK NVC” 「英國雷士」 | NVC Lighting Limited (formerly known as NVC (Manufacturing) Limited), a private company incorporated in England and Wales on 31 May 2007, and our direct wholly-owned subsidiary. NVC Lighting Limited (原名為NVC (Manufacturing) Limited)，一家於2007年5月31日在英格蘭及威爾士註冊成立的私人公司，是我們的直接全資附屬公司。 |
| “U.S.” or “United States” 「美國」 | the United States of America, its territories, its possessions and all areas subject to its jurisdiction. 美利堅合眾國，其領土、屬地及其管轄的所有地區。 |
| “US\$”, “USD” or “US Dollar” 「美元」 | United States dollars, the lawful currency of the U.S. 美元，美國法定貨幣。 |
| “VND” 「越南盾」 | Vietnamese dong, the lawful currency of Vietnam 越南盾，越南法定貨幣。 |
| “we”, “us” or “our” 「我們」 | the Company or the Group (as the context may require). 本公司或本集團（視乎文義而定）。 |
| “Zhejiang NVC” 「浙江雷士」 | Zhejiang NVC Lamps Co., Ltd.* (浙江雷士燈具有限公司), a limited liability company incorporated in the PRC on 28 September 2007, a 51% equity interest of which is held by Huizhou NVC and the remaining 49% equity interest of which is held by Zhejiang Tonking New Energy Group Co., Ltd.* (浙江同景新能源集團有限公司). 浙江雷士燈具有限公司，一家於2007年9月28日在中國註冊成立的有限責任公司，惠州雷士持有其51%股權，餘下的49%股權由浙江同景新能源集團有限公司持有。 |

* denotes English translation of the name of a Chinese company or entity, or vice versa, and is provided for identification purposes only

